

STERLING

THE STERLING COMPANIES
REAL ESTATE
INVESTMENT & MANAGEMENT

P970000036905

209 PHIPPS PLAZA
PALM BEACH, FLORIDA 33480
(561) 835-1810
(561) 833-4118 FACSIMILE

Friday, December 12, 1997

Division of Corporations
P.O. Box 5327
Tallahassee, FL 32314

Re: Sterling Hobe Sound, Inc.
Sterling VII Florida, Inc.

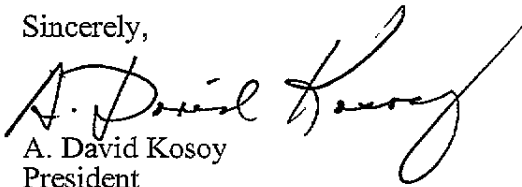
6000002272186-7
-12715797-01074-002
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find a Statement of Change of Registered Office and Registered Agent for each of the above-referenced corporations, together with checks in the amount of \$35.00 made payable to Florida Secretary of State to cover the filing fees for each entity.

Thank you for your assistance in this matter and should you have any questions, please contact Chris Hooker in my office at the telephone number listed above.

Sincerely,


A. David Kosoy
President

Enclosures

FILED
97 DEC 15 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RA Change

DEC 18 1997

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Section 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is Sterling Hobe Sound, Inc.
2. The name and address of its present registered agent are:

HOMISCO Incorporation, Inc.
222 Lakeview Avenue, Suite 800
West Palm Beach, FL 33401

3. The name and street address to which its registered agent and registered office are to be changed are:

A. David Kosoy
209 Phipps Plaza
Palm Beach, Florida 33480

4. The address of its registered agent and the address of the business office of its registered agent, as changed, will be identical.
5. Such change was authorized by resolution duly adopted by its Board of Directors.

Dated: Dec 1, 1997

STERLING HOBE SOUND, INC.

By: A. David Kosoy

Printed Name: A. David Kosoy

Title: President

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF SECTION 607.0501 FLORIDA STATUTES.

A. David Kosoy
Name of Registered Agent: A. David Kosoy

Dated: December 1, 1997

**WRITTEN CONSENT OF THE
SOLE DIRECTOR OF
STERLING HOBE SOUND, INC.
IN LIEU OF A SPECIAL MEETING**

The undersigned, being the sole Director of Sterling Hobe Sound, Inc., a Florida corporation (the "Corporation"), hereby makes the following written statement in lieu of holding a special meeting, pursuant to the terms of Section 607.0821, Florida Statutes.

WHEREAS, the Director believes it to be in the best interests of the Corporation, the following resolutions are hereby adopted by the sole Director of the Corporation:

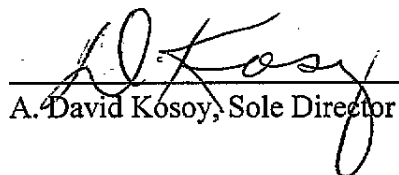
RESOLVED, that the registered agent and registered office of the Corporation be changed to:

A. David Kosoy
209 Phipps Plaza
Palm Beach, Florida 33480; and further

RESOLVED, that the President of the Corporation is hereby authorized and directed to execute and file with the Secretary of State's Office the Statement of Change of Registered Office and Registered Agent reflecting the appointment of the new registered office and registered agent.

Dated as of

Dec. 1, 1997


A. David Kosoy, Sole Director