

P97000039762

STERLING

THE STERLING COMPANIES
REAL ESTATE
INVESTMENT & MANAGEMENT

209 PHIPPS PLAZA
PALM BEACH, FLORIDA 33480

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) **700002372187--4**
-12/15/97-01074--003
2. _____ (Corporation Name) _____ (Document #) *******35.00 *****35.00**
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 DEC 15 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 18 1997

STERLING

THE STERLING COMPANIES
REAL ESTATE
INVESTMENT & MANAGEMENT

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.

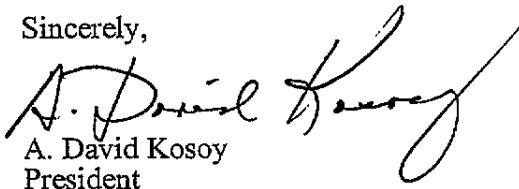
600002372186-7
*****35.00 *****35.00

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

**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 VII Florida, 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:

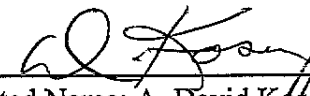
A. David Kosoy
209 Phipps Plaza
Palm Beach, Florida 33480

4. The address of its registered agent and the address of the business office of its registered agent, as changed, will be identical.

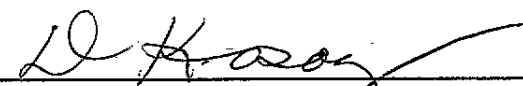
5. Such change was authorized by resolution duly adopted by its Board of Directors.

Dated: Dec. 1, 1997

STERLING VII FLORIDA, INC.

By: 
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.


Name of Registered Agent: A. David Kosoy

Dated: December 1, 1997

FILED
97 DEC 15 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The undersigned, being the sole Director of Sterling VII Florida, 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:

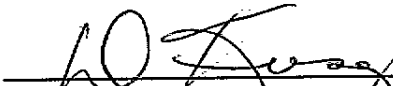
RESOLVED, that the registered agent and registered office of the Corporation be changed to:

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