

THE STERLING COMPANIES
REAL ESTATE
INVESTMENT & MANAGEMENT

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

P98000019009

Wednesday, July 29, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

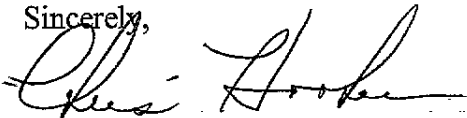
Re: Sterling-Worthington, Inc.

Dear Madam or Sir:

Enclosed please find a Certificate of Change of Registered Agent/Registered Office of Sterling-Worthington, Inc. for filing with your office. Also enclosed is our check in the amount of \$35.00 for the necessary filing fee.

Should you have any questions, please contact office.

Sincerely,



Chris Hooker

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-07/31/98--01056--016
*****35.00 *****35.00

Enclosures

cc: Gail S. Andre', Legal Assistant to Kenneth R. Artin

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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**CERTIFICATE OF CHANGE OF
REGISTERED AGENT/REGISTERED OFFICE
OF
STERLING-WORTHINGTON, INC.**

Pursuant to the provisions of Section 607.0502, Florida Statutes, **STERLING-WORTHINGTON, INC.**, a corporation organized and existing under and by virtue of the laws of the State of Florida (the "Corporation"), hereby submits the following statement in designating a new Registered Office/Registered Agent, in the State of Florida:

1. The name of this corporation is:

STERLING-WORTHINGTON, INC.

2. The name and address of the current registered agent is:

Kenneth R. Artin
215 North Eola Drive
Orlando, Florida 32801

3. The name and address of the registered agent is to be changed to:

A. David Kosoy

209 Phipps Plaza

Palm Beach, FL 33480

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

5. That A. David Kosoy, as President of the Corporation has been authorized by resolution duly adopted by the board of directors to execute this Certificate of Change on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Change this
7th day of July, 1998.

STERLING-WORTHINGTON, INC.

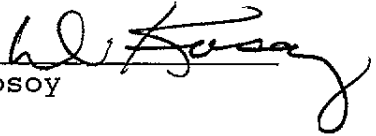
By: _____

A. David Kosoy, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of STERLING-WORTHINGTON, INC.


A. David Kosoy

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA