

P98000094971

February 28, 1999

Ms. Teresa Brown, Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

Re: Change of Registered Agent and Resistered Office
RC Development/Construction/Management Corporation

Dear Ms. Brown"

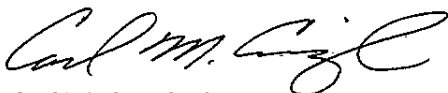
Please let this letter serve as notice that the registered agent and the registered office for RC Development/Construction/Management Corporation has been changed effective the date of this letter. The registered office and registered agent are as follows

Carl M. Cunningham
4471 Saddleworth Circle
Orlando, Florida 32826-4123
407-306-9854

I am familiar with and accept the obligations of Registered Agent under Section 607.0505, Florida Statutes.

Thank you for your attention to this change. If you have any questions, please contyact me at the above address or phone number.

Sincerely,



Carl M. Cunningham
Secretary of RC Development/Construction/Management Corp.

CMC/kc

RA Chg.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: RC Development / Construction / Management Corp.
2. The mailing address of the corporation is : 4471 Saddleworth Cir.
Orlando, Fl. 32826-4123
3. Date of incorporation/qualification: 11/10/98 Document number: P98000094971
4. The name and address of the current registered agent and office:

AmeriLawyer
343 Almerica Avenue
Coral Gables, Fl. 33134

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Carl M. Cunningham
4471 Saddleworth Cir.
Orlando, Fl. 32826-4123

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

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Carl M. Cunningham
(Signature of an officer, chairman or vice chairman of the board)

3/15/99
(Date)

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Carl M. Cunningham
(Signature of Registered Agent)

3/15/99
(Date)

If signing on behalf of an entity:

CARL M. CUNNINGHAM
(Typed or Printed Name)

SEC.
(Capacity)