

P98000102625

Registered Agent
Legal Services, Inc.

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December 15, 1999

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: **Waldorf Motel Corporation**

600003072686--7
-12/16/99--01058--003
*****35.00 *****35.00

Dear Filing Department:

Please find enclosed the completed Statement of Change of Registered Office or Registered Agent of Both for the above referenced corporation. Please file and send a copy back to my attention at the above address.

Thank you for your prompt handling of this request. Please call me with any questions.

Sincerely,

Janet M. Caruccio
General Manager

*ROA Change
1-4-00
BGS*

FILED
TALLAHASSEE, FLORIDA

99 DEC 16 PM 12: 20

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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: Waldorf Motel Corporation

2. The mailing address of the corporation is: 400 N. Bucks Town Rd., Suite 1B
Langhorne, PA 19047

3. Date of incorporation/qualification: 12/9/98 Document number: P98000102625

4. The name and address of the current registered agent and office:

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

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

Registered Agents Legal Services, Inc.
941 4th Street, 2nd floor
Miami Beach, FL 33139

TALLAHASSEE, FLORIDA

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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.

Charlene Schwartz, Pres. 12/1/99
(Signature of an officer, chairman or vice chairman of the board) (Date)

Charlene Schwartz, Pres.
(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.

[Signature] 12/15/99
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

Sid Garnett, Vice President / Registered Agents Legal Services, Inc.
(Typed or Printed Name) (Capacity)

*** FILING FEE: \$35.00 ***