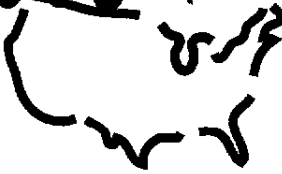


P 99000048624



National Registered Agents, Inc.

FILED  
99 OCT -5 PM 4:32  
TALLAHASSEE, FLORIDA

VIA U.S. MAIL

October 4, 1999

7000003006007--6  
-10/05/99--01082--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

**RE: QUESTAR CLEVELAND, INC.**

Dear Sir/Madam:

Enclosed for filing, please find the appropriate document required by your state for changing the registered agent to National Registered Agents, Inc. Also, please find a check in the amount of \$35.00 to cover your filing fees.

Please process as soon as possible and return a filed stamped copy in the enclosed self-addressed stamped envelope.

If you have any questions or if I can help you in any way possible, please call.

Very truly yours,

**CHARLES BACLET AND ASSOCIATES, INC.**

Lupita Tinoco

ROA Change  
10-12-99  
RHS

Enclosures

cc: Richard L. Gonzales

**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: Questar Cleveland, Inc.

2. The mailing address of the corporation is: 2200 Ross Ave #3600  
Dallas, TX 75201

3. Date of incorporation/qualification: May 24, 1999 Document number: P99000048624

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

Thomas R. Newkirk

15438 N. Florida Avenue, Suite 200

Tampa, FL 33613

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

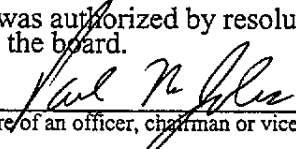
NRAI Services, Inc.

526 East Park Avenue

Tallahassee, FL 32301

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.

  
(Signature of an officer, chairman or vice chairman of the board)

AUG. 26, 1999  
(Date)

PAUL M. JOLAS, SECRETARY  
(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.*

 NRAI Services, Inc.

(Signature of Registered Agent)

October 4, 1999

(Date)

If signing on behalf of an entity:

Charles Baclet

(Typed or Printed Name)

Vice President

(Capacity)

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