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591673

May 10, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

300003258133--9
-05/18/00--01123--004
*****43.75 *****43.75

Re: Queens Harbour Properties, Inc.

Dear Sir or Madam:

I shall very greatly appreciate your filing the enclosed Statement of Change of Registered Office or Registered Agent or Both for the subject corporation and sending me a certified copy of the document once it is filed. I have enclosed my firm's Check No. 247293, in the amount of \$43.75, which should be sufficient to pay the filing fee and the certified copy fee in connection therewith. In the event that the enclosed check is not sufficient, please call me immediately. Otherwise, I shall look forward to receiving the certified copy of the enclosed document in the near future.

Sincerely,

CARLTON FIELDS


JOEL B. GILES

JBG/kf
Enclosure

FILED
00 MAY 18 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT OR BOTH

Pursuant to the provisions of Sections 607.0502(1) of the Florida Statutes, QUEENS HARBOUR PROPERTIES, INC., a corporation organized and existing under the laws of the State of Florida with its principal place of business at (and the mailing address of which is) 13361 Atlantic Boulevard, Jacksonville, Florida 32225, (the "Corporation") submits this 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 QUEENS HARBOUR PROPERTIES, INC.
2. The mailing address of the Corporation is 13361 Atlantic Boulevard, Jacksonville, Florida 32225.
3. The date of incorporation or qualification of the Corporation in the State of Florida is November 5, 1991, and the document number of the Corporation is S91673.
4. The name and street address of the current registered agent and office of the Corporation are:

Thomas C. Schultz
2325 Ulmerton Road, Suite 20
Clearwater, Florida 33762

5. The name and street address of the new registered agent and office of the Corporation are:

Joel B. Giles, Esquire
Carlton Fields
200 Central Avenue, Suite 2300
St. Petersburg, Florida 33701

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.

Such change was authorized by resolution duly adopted by the board of directors of the Corporation or by an officer of the Corporation so authorized by the board of directors as of April 28, 2000.

QUEENS HARBOUR PROPERTIES, INC.

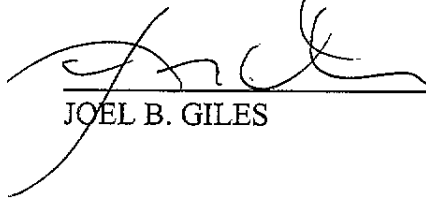
By: J. Thomas Dodson, Jr.
J. THOMAS DODSON, JR.,
its President

(CORPORATE SEAL)

FILED
00 MAY 18 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been appointed as registered agent to accept service of process for QUEENS HARBOUR PROPERTIES, INC., I hereby consent to and accept my appointment as registered agent and agree to act in that capacity; I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and I acknowledge that I am familiar with and accept the obligation of my position as registered agent, all as of April 28, 2000.

A handwritten signature in black ink, appearing to read 'Joel B. Giles', is written over a horizontal line.

JOEL B. GILES