F93000002461

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 939885 7216634

AUTHORIZATION :

COST LIMIT : $ 35.00 Patricia Pizzuto

ORDER DATE : December 20, 2000

ORDER TIME : 9:52 AM

ORDER NO. : 939885-110

CUSTOMER NO: 7216634

RA Change

900003511039--5

CUSTOMER: Ms. Alexandria Schwulst
Palmer & Cay, Inc.
25 Bull Street

Savannah, GA 31401

CHANGE OF AGENT

FILED
00 DEC 21 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME: PALMER & CAY OF GEORGIA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

________ CERTIFIED COPY
XX______ PLAIN STAMPED COPY

CONTACT PERSON: Ellyn Herndon

SUFFICIENCY OF FILING
TO ACKNOWLEDGE
2000 DEC 21 PM 3 53
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
RECEIVED

12/22/00

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 Georgia *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: PALMER & CAY OF GEORGIA, INC.

2. The mailing address of the corporation is: 25 Bull Street, Savannah, GA 31401

3. Date of incorporation/qualification: 05/26/1993 Document number: F93000002461

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

   Richard W. Stein
   76 So. Laura Street, Suite 1400
   Jacksonville, Florida 32202

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

   Corporation Service Company
   1201 Hays Street
   Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

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.

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

Dec 3, 2000
(Date)

David M. Hofele, 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.

Corporation Service Company
By: Deborah D. Skipper
(Signature of Registered Agent)

12-20-00
(Date)

If signing on behalf of an entity:

Deborah D. Skipper
(Typed or Printed Name)

Assistant Vice President
(Capacity)

*** FILING FEE: $35.00 ***

CR2E045(7/97)

DIVISION OF CORPORATIONS P. O. BOX 6327 TALLAHASSEE, FL 32314