



THE UNITED STATES
CORPORATION
COMPANY

F94000004752

99 SEP 16 PM 1:56
FILED
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 374855 4326543

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 35.00

ORDER DATE : September 14, 1999

ORDER TIME : 10:40 AM

ORDER NO. : 374855-010

CUSTOMER NO: 4326543

CUSTOMER: William T. Fields, Legal Asst
Brown, Todd & Heyburn
400 West Market Street
32nd Floor
Louisville, KY 40202

RA
Change

600002988836--3

CHANGE OF AGENT

NAME: BF USB INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

RECEIVED
99 SEP 16 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ADR
9/16/99

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 Delaware 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: BF USB Inc.

2. The mailing address of the corporation is: 1780 Burns Avenue, St. Louis, Missouri 63101

3. Date of incorporation/qualification: September 14, 1994 Document number: F94000004752

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

C T Corporation System

1200 South Pine Island Road

Plantation, Florida 33324

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

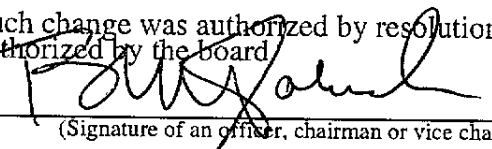
Corporation Service Company

1201 Hays Street

Tallahassee, Florida 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)

9/1/99
(Date)

BRIAN M. PALUCH, PRESIDENT
(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 of Registered Agent)

09/14/99
(Date)

If signing on behalf of an entity:

Jennifer L. Oliver
(Typed or Printed Name)

Assistant Vice President
(Capacity)

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