

F98000001573



FILED
01 FEB -5 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 954895 4321791

AUTHORIZATION :

Patricia Puyot

COST LIMIT : \$ 35.00

ORDER DATE : January 5, 2001

ORDER TIME : 9:28 AM

ORDER NO. : 954895-435

CUSTOMER NO: 4321791

CUSTOMER: Ms. Lesley V. Benjamin
The Related Companies, Inc.
625 Madison Avenue, 9th Floor

400003633354-6

New York, NY 10022

CHANGE OF AGENT

NAME: BARCLAY/AEGIS INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

RECEIVED
01 FEB -5 PM 12:07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

G. COULLIETTE FEB 05 2001

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: BARCLAY/AEGIS INC.

2. The mailing address of the corporation is: _____

3. Date of incorporation/qualification: 03/19/1998 Document number: F98000001573

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

C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324

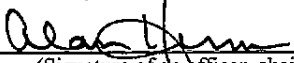
5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

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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.


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

12-13-2000
(Date)

Alan P. Himes, Senior Vice 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.

By: 
(Signature of Registered Agent)

2-2-2001
(Date)

If signing on behalf of an entity:

Carol K. Dolor, Asst. Vice President
(Typed or Printed Name) (Capacity)

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