

586545

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REGISTERED AGENT CHANGE

RJ PENN ACQUISITION CORP.

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06-11-08 DC

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, this statement of change is submitted for a corporation organized under the laws of the State of Florida in order to change its registered office or registered agent, or both, in the State of Florida.

- 1. The name of the corporation: RJ PENN ACQUISITION CORP.
2. The principal office address: 1100 ABERNATHY ROAD NE NORTH PARK 500 SUITE 700, ATLANTA GA 30328
3. The mailing address (if different):
4. Date of incorporation/qualification: 09/15/1978 Document number: 586545

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

MATBOKI, PAUL L
880 CARILLON PKWY.
ST. PETERSBURG FL 33716

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

C T Corporation System
c/o C T Corporation System, 1200 South Pine Island Road
(P.O. Box NOT acceptable)
Plantation, Florida 33324

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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, or the corporation has been notified in writing of the change.

Anthony Licausi (Signature of an officer or director)
Anthony Licausi Attorney in Fact (Printed or typed name and title)

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

By: Anthony Licausi (Signature of Registered Agent)
C-9-08 (Date)

If signing on behalf of an entity:
Anthony Licausi
Vice President
(Typed or Printed Name)

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

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
CR2B045 (8/05)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Paul Matecki of Raymond James Financial, Inc. ("the Corporation"), a Corporation formed under the laws of Florida and of the subsidiary entities shown on the list (Appendix A) appended hereto does hereby appoint Anthony LiCausi and Madonna Cuddihy as attorney-in-fact for the Corporation and for the subsidiary entities to act for the Corporation and for the subsidiary entities and in the name of the Corporation and of the subsidiary entities for the limited purposes authorized herein.

The Corporation and the subsidiary entities, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Corporation's and the subsidiary registered agent and registered office, or the agent and office of similar import, in any state.

In the execution of any documents necessary for the purposes set forth herein, Madonna Cuddihy shall exercise the power of Vice President (or Member/Manager for an LLC) and Anthony LiCausi shall exercise the power of Secretary (or Member/Manager for an LLC).

This Power of Attorney expires when revoked by Paul Matecki of the Corporation.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 15th day of May 2008.

RAYMOND JAMES FINANCIAL, INC.

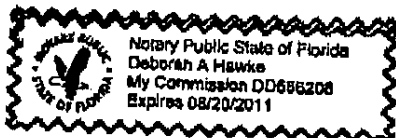
By Authorized Person: _____

Name: Paul Matecki

Title: SVP, General Counsel, and Director of Compliance

STATE OF FLORIDA)
) ss
COUNTY OF Pinellas)

Subscribed and sworn to before me this 15th day of May, 2008



Deborah A. Hawke
Notary Public

	Entity Name	Domestic Jurisdiction
1	3051862 Nova Scotia Company	Nova Scotia
2	3051863 Nova Scotia Company	Nova Scotia
3	3814041 Canada Inc.	Federally Chartered
4	656948 British Columbia Ltd.	British Columbia
5	6632840 Canada Ltd.	Federally Chartered
6	Awad & Associates II, Ltd.	Florida
7	Awad & Associates, Inc.	Florida
8	Ballast Point Venture Partners, L.P.	Delaware
9	Ballast Point Venture Partners, LLC	Florida
10	Ballast Point Ventures EF, LP	Delaware
11	Ballast Point Ventures, LP	Delaware
12	EA Management I, LLC	Florida
13	Eagle Asset Management, Inc.	Florida
14	Eagle Boston Investment Management, Inc.	Florida
15	EB Management I, LLC	Florida
16	Gateway Assignor Corporation, Inc.	Florida
17	Geovest Energy, Inc.	Florida
18	Heritage Asset Management, Inc.	Florida
19	Heritage Fund Distributors, Inc.	Florida
20	Heritage International, Ltd (Mauritius)	Mauritius
21	Inocap	France
22	Investment Management & Research, Inc.	Florida
23	IT Asset Management	France
24	PCA Insurance Agency of Michigan, Inc.	Michigan
25	Pine Creek Healthcare Capital, Inc.	Florida
26	Planning Corporation of America	Florida
27	Raymond James & Associates, Inc.	Florida
28	Raymond James Argentina Sociedad De Bolsa, S.A.	Argentina
29	Raymond James Asset Management International, S.A.	France
30	Raymond James Bank, FSB	Florida
31	Raymond James Capital Partners, L.P.	Delaware
32	Raymond James Capital, Inc.	Delaware
33	Raymond James Credit Corporation	Delaware
34	Raymond James Development Tax Credit Fund, LLC	Florida
35	Raymond James Employee Investment Fund I, L.P.	Delaware
36	Raymond James Euro Support Limited	Dublin
37	Raymond James European Equities	France
38	Raymond James European Holdings, Inc.	Florida
39	Raymond James European Securities SAS	France
40	Raymond James Financial International Limited	London
41	Raymond James Financial Management Ltd.	British Columbia
42	Raymond James Financial Planning, Ltd.	British Columbia
43	Raymond James Financial Services, Inc.	Florida
44	Raymond James Financial, Inc.	Florida
45	Raymond James Geneva S.A.	Switzerland
46	Raymond James Global Advisors, LTD.	British Virgin Islands
47	Raymond James Global Securities, Limited	British Virgin Islands
48	Raymond James Holdings (Canada), Inc.	Federally Chartered
49	Raymond James International Holdings, Inc.	Delaware

50	Raymond James Investment Fund II, L.P.	Delaware
51	Raymond James Investment Services Ltd.	London
52	Raymond James Latin Advisors, LTD.	British Virgin Islands
53	Raymond James Latin America S.A.	Unknown
54	Raymond James Latin American Opportunity Fund, LTD.	British Virgin Islands
55	Raymond James Latin Fund Advisors S.A.	Uruguay
56	Raymond James LTD (USA), Inc.	Federally Chartered
57	Raymond James LTD.	Unknown
58	Raymond James Multifamily Finance, Inc.	Florida
59	Raymond James North Carolina Tax Credit Fund, LLC	North Carolina
60	Raymond James Overseas Limited	Ireland
61	Raymond James Partners, Inc.	Florida
62	Raymond James Patrimoine, S.A.S.	France
63	Raymond James Securities Turkey	Turkey
64	Raymond James South American Holdings, Inc.	Florida
65	Raymond James Tax Credit Funds, Inc.	Florida
66	Raymond James Trust Company West	Washington
67	Raymond James Trust, N.A.	Florida
68	Raymond James Yatirim Menkul Kiymetler A.S. A Type Risk Controlled Fund	Turkey
69	Residual Partners, L.L.C.	Michigan
70	RJ Canada L.P.	Nova Scotia
71	RJ Canada, Inc.	Florida
72	RJ Capital Services, Inc.	Delaware
73	RJ Communication, Inc.	Florida
74	RJ Delta Capital S.A.	Argentina
75	RJ Delta Fund Management S.A.	Argentina
76	RJ Delta USA	Argentina
77	RJ Equities, Inc.	Florida
78	RJ Government Securities, Inc.	Florida
79	RJ Mortgage Acceptance Corporation	Delaware
80	RJ Partners, Inc.	Florida
81	RJ Penn Acquisition Corp.	Florida
82	RJ Properties, Inc.	Florida
83	RJ Specialist Corp.	Florida
84	RJ Ventures, LLC	Florida
86	RJA Structured Finance, Inc.	Delaware
86	RJC Event Photos, LLC	Delaware
87	RJC Forensics, LLC	Delaware
88	RJC Partners, Inc.	Delaware
89	RJC Partners, L.P.	Delaware
90	RJ-Contrarian, LLC	Delaware
91	RJEIF, Inc.	Delaware
92	Robert Thomas Investments, Inc.	Florida
93	Sirchie Acquisition Company, LLC	Delaware
94	Sunstyle Homes Corporation(Inactive)	Florida
95	TAJ Performance Fund (Mauritius) Limited	Mauritius
96	Value Partners, Inc.	Florida