



THE UNITED STATES
CORPORATION
COMPANY

A30872

ACCOUNT NO. : 072100000032

REFERENCE : 952145 4320919

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 23 PM 1:50

ORDER DATE : September 4, 1998

ORDER TIME : 11:46 AM

ORDER NO. : 952145-010

000002647400--7

CUSTOMER NO: 4320919

CUSTOMER: Donna Egan, Legal Asst
Macandrews & Forbes Holdings
625 Madison Avenue
12th Floor
New York, NY 10022

CHANGE OF AGENT

NAME: PANAVISION INTERNATIONAL, L.P.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

B/R
9/23/98
RECEIVED
98 SEP 23 PM 12:10
DIVISION OF CORPORATIONS

**LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 23 PM 4:50

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership 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. PANAVISION INTERNATIONAL, L.P.
Name of the limited partnership

2. 12/05/90 3. A30872
Date of filing/registration in Florida Document number assigned

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

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

5. The name and street address of the successor registered agent and office: (P.O. Box not acceptable)

The Prentice-Hall Corporation System, Inc.
1201 Hays Street, Suite 105
Tallahassee, Florida 32301

Such change was authorized by the general partners.

By: PANAVISION INC. September 16, 1998
[Signature] Date
Signature of General Partner

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, 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.

The Prentice-Hall Corporation System, Inc.

By: Vicki Schreiber 9/22/98
Registered Agent signature Date

Filing Fee: \$35.00

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