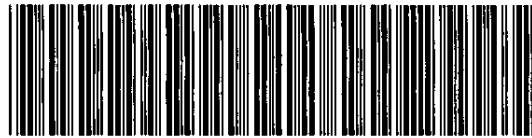


F03000000955



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AND  
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G.A. Chenge

G. Gouffette AUG 29 2007



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 010785 7329922  
AUTHORIZATION : *[Handwritten Signature]*  
COST LIMIT : \$ 35.00

ORDER DATE : July 16, 2007  
ORDER TIME : 10:38 AM  
ORDER NO. : 010785-020  
CUSTOMER NO: 7329922

CHANGE OF AGENT

NAME: GABELLI & COMPANY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: \_\_\_\_\_

**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 New York in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: GABELLI & COMPANY, INC.
2. The principal office address: One Corporate Center, Rye, NY 10580
3. The mailing address (if different): \_\_\_\_\_
4. Date of incorporation/qualification: 02/25/2003 Document number: F03000000955

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

Andrew Z. Furtak  
Plaza Center, 249 Royal Palm Way, Suite 503  
Palm Beach, FL 33480

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

Corporation Service Company  
1201 Hays Street  
(P.O. Box NOT acceptable)  
Tallahassee, FL 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, or the corporation has been notified in writing of the change.

Richard Sell  
(Signature of an officer or director)

RICHARD SELL, FINOP  
(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.*

Corporation Service Company  
By: Michelle R. Vannoy  
(Signature of Registered Agent)

Aug. 28 2007  
(Date)

If signing on behalf of an entity:

Michelle R. Vannoy  
(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

CR2E045 (8/05)

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