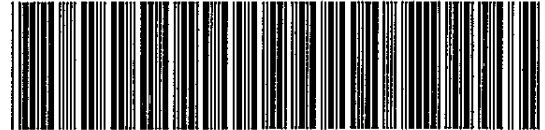


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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NewCo Corporate Services, Inc.

875 Avenue of the Americas
Suite 501
New York, New York 10001

Telephone: (212) 356-8340

Internet Address: gerri350@aol.com

Fax: (212) 356-8379

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 31, 2003

Secretary of State of Florida
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

**RE: Ernst & Young Corporate Finance LLC
Change of Agent**

Dear Sir/Madam:

Enclosed please find Certificate of Change of Registered Office/Registered Agent on behalf of the above entity.

Please file the attached and return a filed-stamped copy to the attention of the undersigned at the above address.

If there are any problems, please contact the undersigned immediately at the following toll-free number 1-888-336-3926.

Thanking you in advance for your prompt attention to this matter.

Sincerely,



Gerri Mirando
Senior Specialist

Encls.

CHECK # 18274 Amount \$ 25

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR
BOTH FOR LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company 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 limited liability company is: ERNST & YOUNG CORPORATE FINANCE LLC

2. The mailing address of the limited liability company is : 725 SOUTH FIGUEROA ST
LOS ANGELES, CA 90017-5418

6/13/2001

M01000001335

3. Date of filing/registration in Florida

4. Document number

5. The name of the registered agent and the registered office address as shown on the records of the
Florida Department of State:

CT Corporation System

Name

1200 South Pine Island Road

Address

Plantation, FL 33324

City, State and Zip

6. The name and address of the new registered agent and/or office:

NRAI Services, Inc.

Name

526 E. Park Avenue

Florida street address (P.O. Box NOT acceptable)

Tallahassee

FL 32301

City, State and Zip

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

Karon Walker

(Signature of a member or authorized representative of a member)

Karon Walker, Authorized Person

(Printed or typed name of signer)

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 obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.
NRAI Services, Inc.

(Signature of Registered Agent)

Geraldine Mirando, Asst Secy

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

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TALLAHASSEE, FL
SECRETARY OF STATE

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City, State and Zip

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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Karon Walker
(Signature of a member or authorized representative of a member)

Karon Walker, Authorized Person
(Printed or typed name of signer)

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NRAI Services, Inc.

(Signature of Registered Agent)
Geraldine Miranda, Asst Secy

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314