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ACCOUNT NO. : 072100000032

REFERENCE : 156900

7463332

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AUTHORIZATION :

COST LIMIT : \$ 25.00

ORDER DATE: January 20, 2005

ORDER TIME : 10:16 AM

ORDER NO. : 156900-095

CUSTOMER NO: 7463332

CUSTOMER: Nina Bilandzic

Shearman & Sterling M&a 599 Lexington Avenue

New York, NY 10022

CHANGE OF AGENT

NAME: GIULIANI CAPITAL ADVISORS

LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

## 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: GIULIANI CAPITAL ADVISORS LLC
2. The mailing address of the limited liability company is: 133 South Wacker Drive . Chicago, 11 60606-6301
06/13/2001 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:
NRAI Services, Inc.
Name
526 E. Park Avenue
Address
Tallahassee, FL 32301  City, State and Zip
City, State and Zip
6. The name and address of the new registered agent and/or office:
Name  526 E. Park Avenue  Address  Tallahassee, FL 32301  City, State and Zip  6. The name and address of the new registered agent and/or office:  Corporation Service Company  Name
Name
1201 Hays Street
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.
(Signature of a member or authorized representative of a member)
Pata Mari
Peter M. Schwab (Printed or typed name of signee)
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.

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

(Signature of Registered Agent) Carol Dolor, Asst. V.P.