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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 421145 7376054

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 25.00

ORDER DATE : February 2, 2004

ORDER TIME : 1:15 PM

ORDER NO. : 421145-580

CUSTOMER NO: 7376054

CUSTOMER: Mr Chris A. Price
Cbl & Associates Properties,
Suite 500
2030 Hamilton Place Blvd.
Chattanooga, TN 37421

CHANGE OF AGENT

NAME: PANAMA CITY MALL, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Carla E. Lohi

**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: PANAMA CITY MALL, LLC

2. The mailing address of the limited liability company is : _____

Suite 500, 2030 Hamilton Place Blvd., Chattanooga, TN 37421-6000

May 28, 2002

MO2000001351

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:

Corporation Service Company

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.

Laura R. Dunlap

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

Laura R. Dunlap, Attorney in Fact

(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.

Carla Lohi

(Signature of Registered Agent)

Carla Lohi

Asst. Vice President

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