

M06000002660

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

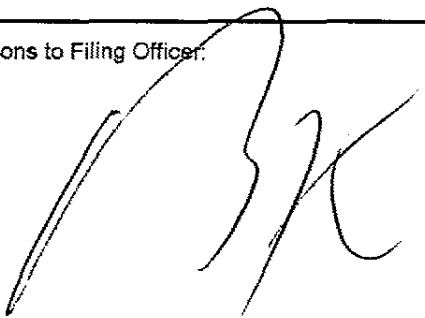
PICK-UP WAIT MAIL

(Business Entity Name)

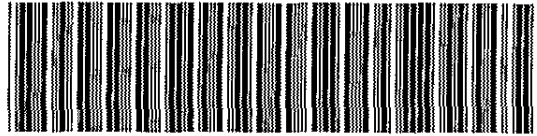
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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 458743 5138497
AUTHORIZATION : *Sarah Lea*
COST LIMIT : \$ 25.00

ORDER DATE : September 18, 2006
ORDER TIME : 3:46 PM
ORDER NO. : 458743-010
CUSTOMER NO: 5138497

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TALLAHASSEE, FLORIDA

CHANGE OF AGENT

NAME: GATEWAY A/B FUND VII, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____

**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: GATEWAY A/B FUND VII, LLC
2. The mailing address of the limited liability company is : 28 State Street, 10th Floor, Boston, MA 02109

3. Date of filing/registration in Florida May 12, 2006 4. Document number M06000002660

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

Capitol Corporate Services, Inc.
 Name
 1333 Duval Street
 Address
 Tallahassee, FL 32303
 City, State and Zip

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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.

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

Richard Egan
 (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.

[Signature]
 (Signature of Registered Agent) Michelle R. Vannoy, Asst. VP

**Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314
 FILING FEE: \$25.00**