

287785

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DIVISION OF REGISTRATION

R.A. Resegni

G. Ouellette OCT 18 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 928567 4356612

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 35.00

ORDER DATE : October 15, 2004

ORDER TIME : 9:58 AM

ORDER NO. : 928567-015

CUSTOMER NO: 4356612

CUSTOMER: Veronica Arroyo
Fox Entertainment Group
Suite 1400
2121 Avenue Of The Stars
Los Angeles, CA 90067

CHANGE OF AGENT

NAME: FOX TOWN HOLDCO, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER: _____

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

1. The name of the corporation: Fox Town Holdco, Inc.
2. The principal office address: c/o Fox BSB Holdco, Inc., 10201 West Pico Boulevard,
Los Angeles, CA 90035
3. The mailing address (if different): PO Box 900, Attn: Tax Dept.
Beverly Hills, CA 90213-0900
4. Date of incorporation/qualification: 12/14/64 Document number: 287785
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

CT Corporation System

1200 S. Pine Island Road

Plantation, FL 33324

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

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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.

Raymond L. Parrish
(Signature of an officer or director)

Raymond L. Parrish, Vice President
(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.

Michelle R Vannoy
(Signature of Registered Agent)

Oct 15 04
(Date)

If signing on behalf of an entity:

Michelle R. Vannoy, Asst. VP
(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