

843860

(Requestor's Name)

GEC Corporate Services, LLC
801 Second Avenue
Ste 312
Seattle, WA 981041581
* Payment Section /288

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

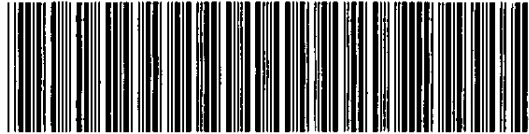
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Ps 12/6/07
NA/ko

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

1. The name of the corporation: Weyerhaeuser Real Estate Company
2. The principal office address: 33940 Weyerhaeuser Way, EC3-3B8
Federal Way, WA 98001
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 08/07/1979 Document number: 843860
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 South Pine Island Rd.

Plantation, FL 33324

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

NRAI Services, Inc.

2731 Executive Park Drive, Suite 4

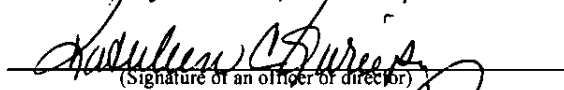
(P.O. Box NOT acceptable)

Weston, FL 33331

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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.


(Signature of an officer or director)

Kathleen C. Gariepy, Asst. Sec.
(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.


(Signature of Registered Agent)

November 21, 2007
(Date)

If signing on behalf of an entity:

Lori D. Stuhlman Asst. Sec.

(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

STATE OF WASHINGTON)
COUNTY OF KING)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Vicki A. Merrick, Assistant Corporate Secretary of **Weyerhaeuser Company** ("The Company"), a corporation established under the laws of Washington, does hereby appoint Jack Caskey, Kathleen Gariepy and Lori Stuhlman attorneys-in-fact for the Company and for each subsidiary entity shown on the list appended hereto, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps for the authorization and the establishment of this Power of Attorney and for the changes of registered agents and registered offices, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Jack Caskey shall exercise the power of Vice President. Kathleen Gariepy and Lori Stuhlman shall exercise the power of Assistant Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Assistant Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

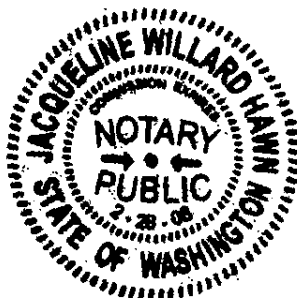
This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Vicki A. Merrick, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 9 day of November, 2007.

Weyerhaeuser Company

BY: *Vicki A. Merrick*
Vicki A. Merrick,
Assistant Corporate Secretary

Subscribed and sworn to before me this 9 day of November, 2007.



Jacqueline W. Hann
Notary Public

WEYERHAEUSER COMPANY AND SUBSIDIARIES

<u>Name</u>	<u>State or Country of Incorporation</u>	<u>Percentage Ownership of Immediate Parent</u>
Columbia & Cowlitz Railway Company	Washington	100
DeQueen & Eastern Railroad Company	Arkansas	100
Golden Triangle Railroad	Mississippi	100
Gryphon Asset Management, Inc.	Delaware	100
Gryphon Investments of Nevada, Inc.	Nevada	100
Jasmine Forests, LLC	Delaware	100
Jewell Forests, LLC	Delaware	100
Mississippi & Skuna Valley Railroad Company	Mississippi	100
Mountain Tree Farm Company	Washington	50
North Pacific Paper Corporation	Delaware	50
Norpac Resources LLC	Delaware	100
Optiframe Software, LLC	Delaware	50
OrganicID, Inc.	Delaware	100
Texas, Oklahoma & Eastern Railroad Company	Oklahoma	100
Ver Bes' Insurance Company	Vermont	100
Westwood Shipping Lines, Inc.	Washington	100
Weyerhaeuser Asset Management LLC	Delaware	100
Weyerhaeuser de Mexico, S.A. de C.V.	Mexico	100
Weyerhaeuser Forestlands International, Inc.	Washington	63
RII Weyerhaeuser World Timber Fund, LP	Delaware	50
World Timberfund Holdings Limited	British Virgin Islands	100
Green Triangle Forest Products Limited	British Virgin Islands	100
Weyerhaeuser International Holdings Limited	British Virgin Islands	100
Colonvade S.A.	Uruguay	50
Los Piques S.A.	Uruguay	50
Vandora S.A.	Uruguay	50

Weyerhaeuser Uruguay S.A.	Uruguay	100
Weyerhaeuser Global Finance Company	Oregon	100
Weyerhaeuser International, Inc.	Washington	100
Weyerhaeuser (Asia) Limited	Hong Kong	100
Weyerhaeuser Brasil Participações Ltda.	Brazil	100
Aracruz Produtos de Madeira S.A.	Brazil	66-2/3
Weyerhaeuser China, Ltd.	Washington	100
Weyerhaeuser Europe Holdings	Ireland	100
Weyerhaeuser Sarasate Limited	Ireland	100
Weyerhaeuser Forestlands International, Inc.	Washington	37
Weyerhaeuser Holdings Limited	British Columbia	100
Weyerhaeuser Company Limited	Canada	100
317298 Saskatchewan Ltd.	Saskatchewan	100
Forest License A49782 Holdings Ltd.	British Columbia	99
MacMillan Bloedel Pembroke Limited Partnership	Ontario	100
Wapawekka Lumber Ltd.	Saskatchewan	51
Weyerhaeuser (Annacis) Limited	British Columbia	100
Weyerhaeuser Australia Pty Ltd.	Australia	100
Pine Solutions Australia Pty Limited	Australia	70
CCA Timbers (Vic) Pty Ltd.	Australia	100
K1 Holdings Pty Limited	Australia	100
Hanaki Pty Ltd.	Australia	100
Kaiyou Pty Ltd.	Australia	100
Weyerhaeuser (Barbados) SRL	Barbados	100
Marlborough Capital Corp. SRL	Barbados	100
Weyerhaeuser (BVI) Ltd.	British Virgin Islands	100
Weyerhaeuser New Zealand Holdings Inc.	New Zealand	100
Nelson Forest Products Company	New Zealand	100
Nelson Forest Joint Venture	New Zealand	51

Weyerhaeuser New Zealand Inc.	New Zealand	100
Weyerhaeuser (Carlisle) Ltd.	Barbados	100
Camarin Limited	Barbados	100
Weyerhaeuser (Delta) Limited	British Columbia	100
Weyerhaeuser Saskatchewan Ltd.	Saskatchewan	100
Wapawekka Lumber Limited Partnership	Saskatchewan	51
Weyerhaeuser Services Limited	British Columbia	100
Weyerhaeuser (Hong Kong) Limited	Hong Kong	100
Weyerhaeuser Forestry (Hong Kong) Limited	Hong Kong	100
Fujian Yong Hui Forestry Co., Ltd.	China	51
Weyerhaeuser Forestry (Xiamen) Co., Ltd.	China	100
Weyerhaeuser Real Estate Development Consulting (Shanghai) Co., Ltd.	China	100
Weyerhaeuser Japan Ltd.	Japan	100
Weyerhaeuser Japan Ltd.	Delaware	100
Weyerhaeuser Korea Ltd.	Korea	100
Weyerhaeuser Products Limited	United Kingdom	100
Weyerhaeuser Products New Zealand Limited	New Zealand	100
Weyerhaeuser Taiwan Ltd.	Delaware	100
Weyerhaeuser (Mexico) Inc.	Washington	100
Weyerhaeuser Raw Materials, Inc.	Delaware	100
Weyerhaeuser Real Estate Company	Washington	100
Maracay Homes Arizona I, LLC	Arizona	99
Maracay 56, LLC	Arizona	100
Maracay 63rd, LLC	Arizona	100
Maracay 91, LLC	Arizona	100
Maracay 95, LLC	Arizona	100
Maracay 118, LLC	Arizona	100
Maracay Asher Hills, LLC	Arizona	100
Maracay Bethany Estates, LLC	Arizona	100

Maracay Bethany Estates II, LLC	Arizona	100
Maracay Brooks, LLC	Arizona	100
Maracay CG Crossings, LLC	Arizona	100
Maracay Construction, LLC	Arizona	100
Maracay Cooper Ranch, LLC	Arizona	100
Maracay Cotton Commons, LLC	Arizona	100
Maracay Desert Parks, LLC	Arizona	100
Maracay Dobbins, LLC	Arizona	100
Maracay Landmark, LLC	Arizona	100
Maracay Ocotillo Landing, LLC	Arizona	100
Maracay Palm Valley, LLC	Arizona	100
Maracay Parks, LLC	Arizona	100
Maracay Preserve, LLC	Arizona	100
Maracay Rancho, LLC	Arizona	100
Maracay Rancho Sahuarita, LLC	Arizona	100
Maracay Realty, LLC	Arizona	100
Maracay Rio Rancho, LLC	Arizona	100
Maracay Riverside, LLC	Arizona	100
Maracay San Tan, LLC	Arizona	100
Maracay Sienna Manor, LLC	Arizona	100
Maracay Sienna Vista, LLC	Arizona	100
Maracay Sonoran Foothills, LLC	Arizona	100
Maracay Sonoran Mountain, LLC	Arizona	100
Maracay Southshore, LLC	Arizona	100
Maracay Stonefield, LLC	Arizona	100
Maracay Thunderbird, LLC	Arizona	100
Maracay Trails, LLC	Arizona	100
Maracay Villas Boulders, LLC	Arizona	100
Maracay Vistancia, LLC	Arizona	100
Maracay Vistancia II, LLC	Arizona	100

Maracay White Tanks, LLC	Arizona	100
MH Financial Services, LLC	Arizona	100
Pardee Homes	California	100
Las Positas Land Co.	California	100
Marmont Realty Company	California	100
Pardee Homes of Nevada	Nevada	100
The Quadrant Corporation	Washington	100
Trendmaker Homes, Inc.	Texas	100
Weyerhaeuser Real Estate Company of Nevada	Nevada	100
Weyerhaeuser Realty Investors, Inc.	Washington	100
Winchester Homes, Inc.	Delaware	100
Weyerhaeuser Real Estate Development Company	Washington	100
WREDCO I LLC	Delaware	100
WREDCO II LLC	Delaware	100
Weyerhaeuser USA LLC	Delaware	100
MB Administrative Services Inc.	Delaware	100
WFS II LLC	Delaware	100
Weyerhaeuser Financial Investments, Inc.	Nevada	100
Willamette Mexican Holding Company	Oregon	100
Weyerhaeuser Mexico Investment LLC	Delaware	100
WY Carolina Holdings, LLC	Delaware	100
WY Georgia Holdings 2004 LLC	Delaware	100
WY Tennessee Holdings, LLC	Delaware	100