

847299



**THE UNITED STATES
CORPORATION**
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 508701 4379488

AUTHORIZATION :

COST LIMIT :

Patricia Pignatelli
\$ 35.00

ORDER DATE : August 25, 1997

ORDER TIME : 10:16 AM

ORDER NO. : 508701-410

CUSTOMER NO: 4379488

700002355247--7

CUSTOMER: Ms. Robyne M. Nelson
Cb Commercial Real Estate
533 South Fremont Avenue
5th Floor
Los Angeles, CA 90071

CHANGE OF AGENT

NAME: CB COMMERCIAL REAL ESTATE
GROUP INC

FILED
97 NOV 24 PM 12:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Kim Clemons

11/24 gary RA Change
RECEIVED
97 NOV 24 AM 11:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Florida Department of State, Jim Smith, Secretary of State

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, the undersigned corporation organized under the laws of the State of DELAWARE submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: _____

CB COMMERCIAL REAL ESTATE GROUP, INC.

1b. Date of incorporation: 12/15/71 Document number _____

2. The name and address of the current registered agent and office:
C T CORPORATION SYSTEM

1200 SO. PINE ISLAND DRIVE

PLANTATION

FL

33324

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

CORPORATION SERVICE COMPANY

1201 Hays Street, Tallahassee, Florida 32301

The street address of its registered agent 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.

[Signature]
SIGNATURE

10/30/97
DATE

WALTER V. STAFFORD - SR. EVP/
Typed or printed name and title

SECRETARY

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

CORPORATION SERVICE COMPANY

SIGNATURE By: Vicki Schreiber

ASST VICE PRESIDENT

DATE 11/21/97