

A01000000790

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STATE
TALLAHASSEE, FLORIDA

LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. Ludlum Retail Associates, Ltd.
Name of the limited partnership

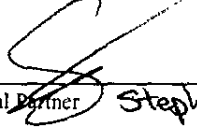
2. 6/7/2001 Date of filing/registration in Florida
3. A010000000790 Document number assigned

4. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:
Pam Pearce Name
1200 Brickell Avenue, Ste. 1500 Address
Miami, FL 33131 City, State and Zip

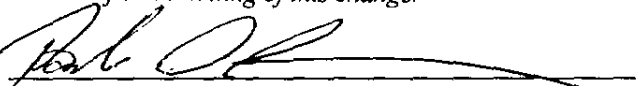
5. The name and address of the new registered agent and/or office:
Pam Pearce Name
801 Arthur Godfrey Road, Suite 600 Florida street address (P.O. Box **not** acceptable)
Miami Beach FL 33140 City, State and Zip

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6. Such change(s) was/were authorized by the general partners.


Signature of General Partner Stephen H. Bittel, President of Ludlum Retail Inc. G.P.

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the limited partnership has been notified in writing of this change.


Signature of Registered Agent

**Make checks payable to Florida Department of State and mail to:
Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314
Filing Fee: \$35.00**