

D02000000031

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

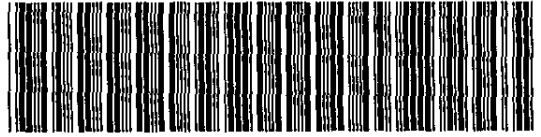
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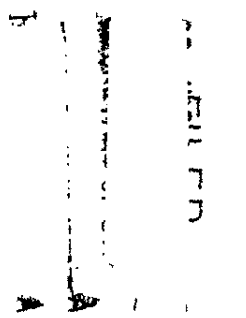
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 926407 7506790

AUTHORIZATION

COST LIMIT \$ 35.00

Heather Chapman

ORDER DATE : March 17, 2006

ORDER TIME : 9:31 AM

ORDER NO. : 926407-360

CUSTOMER NO: 7506790

CHANGE OF AGENT

NAME: FLATIRON IPF TRUST

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman

EXAMINER'S INITIALS: _____

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

1. The name of the corporation: FLATIRON IPF TRUST

2. The principal office address: 600 17th Street, Suite 1900S, Denver, CO 80202-5419

3. The mailing address (if different):

4. Date of incorporation/qualification: August 12, 2002 Document number: D02000000031

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Steven M. Malono, Esq.

215 South Monroe Street, 2nd Floor

Tallahassee, FL 32301

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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

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] (Signature of an officer or director)

John R. Opperman, Secretary (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.

Corporation Service Company By: Michelle R. Vannoy (Signature of Registered Agent)

March 20, 2006 (Date)

If signing on behalf of an entity:

Michelle R. Vannoy, Asst. Vice President (Typed or Printed Name)

*** FILING FEE: \$35.00 ***