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To: Division of Corporations
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Account Number : I20000000195
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REGISTERED AGENT CHANGE

RBC CAPITAL MARKETS ARBITRAGE, S.A. CORPORATION

RECEIVED
2009 JAN 30 AM 8:00
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TALLAHASSEE, FLORIDA

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

- 1. The name of the corporation: RBC CAPITAL MARKETS ARBITRAGE S.A. CORPORATION
2. The principal office address: 16 Rue Notre Dame, Luxembourg, Grand Duchy of Luxembourg L2240
3. The mailing address (if different): Three World Financial Center, 200 Vesey Street, 8th Floor, New York, NY 10281-1021
4. Date of incorporation/qualification: 11/12/2002 Document number: F02000005630
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

C T Corporation System
1200 South 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
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 of an officer or director) Lisa D. Levey Asst. 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.

By: Corporation Service Company 1/8/09 (Date)

If signing on behalf of an entity: Elizabeth A. Dawson, Asst. Vice President (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
CR2E045 (8/05)

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