Division of Corporations

F03000003616

Florida Department of State

Division of Corporations

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REGISTERED AGENT CHANGE

HOLLIDAY GP CORP.

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 3, 2004

HOLLIDAY GP CORP.
ONE POST OAK CENTRAL
2000 POST OAK BLVD., SUITE 2000
HOUSTON, TX 77056

SUBJECT: HOLLIDAY GP CORP.
REF: F03000003616

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Document Specialist

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DIVISION OF CORPORATIONS

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: Holliday GP Corp.
2. The principal office address: One Post Oak Central, 2000 Post Oak Blvd., Suite 2000 Houston, TX 77056
3. The mailing address (if different):
4. Date of incorporation/qualification: 07/21/2003 Document number: F03000003676
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

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

C T Corporation System
c/o C T Corporation System
(P.O. Box or personal mailbox NOT acceptable)
1200 South Pine Island Road, Plantation, Florida 33324

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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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, chairman or vice chairman of the board) Steven Zimmer, President
(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.

C T Corporation System

By: (Signature of Registered Agent) 11-29-04
(Date)

If signing on behalf of an entity:
C T Corporation System
(Typed or Printed Name)

STEVEN P. ZIMMER
SPECIAL ASSISTANT SECRETARY
(Capacity)

* * * FILING FEE: $35.00 * * *

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO:
DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

CT CORPORATION
POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Mr. John H. Pelusi, Jr, the President for **Holliday GP Corporation** incorporated under the laws of Delaware, does hereby appoint Steven Zimmer as attorney-in-fact for the Corporation to act for and in the name of the Corporation for the limited purposes authorized herein.

The Corporation, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Corporation's registered agent and registered office, or the agent and office of similar import, in any state.

In the execution of any documents necessary for the purposes set forth herein, Steven Zimmer shall exercise the power of President.

This Power of Attorney expires December 31, 2004.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 12th day of November, 2004.

Signature

Mr. John H. Pelusi, Jr - President

Holliday GP Corporation

Company Name:

Subscribed and sworn to before me this 12th day of Nov., 2004

Brenda A. Kutcher
Notary Public

Notarial Seal
Brenda A. Kutcher, Notary Public
City Of Pittsburgh, Allegheny County
My Commission Expires Nov. 4, 2006
Member, Pennsylvania Association Of Notaries