



THE UNITED STATES CORPORATION COMPANY

594000002231

ACCOUNT NO. 072100000032

REFERENCE : 975686 5029428
AUTHORIZATION : Patricia Pignatelli
COST LIMIT : \$ 35.00

FILED
98 OCT 13 PM 3:54
STATE OF MASSACHUSETTS
TALMADGE STATE HOUSE
HALL, MASSACHUSETTS, FLORIDA

ORDER DATE : September 28, 1998
ORDER TIME : 10:02 AM
ORDER NO. : 975686-175
CUSTOMER NO: 5029428

000002662350-4

CUSTOMER: Ms. Pat Norton
General Growth Properties,
110 North Wacker Drive
Chicago, IL 60606

RA
Change

CHANGE OF AGENT

NAME: REGENCY SQUARE FINANCE CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Robert Maxwell

*02250, 00524, 0067

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98 OCT 13 AM 10:38
DIVISION OF CORPORATION
10/13/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 13, 1998

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: REGENCY SQUARE FINANCE CORPORATION
Ref. Number: F94000002231

RESUBMIT
Please give original
submission date as file date.

We have received your document for REGENCY SQUARE FINANCE CORPORATION and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Please fill in the mailing address (line #2).

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 198A00050803

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DIVISION OF CORPORATIONS

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

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 of Florida.

1. The name of the corporation is: REGENCY SQUARE FINANCE CORPORATION

2. The mailing address of the corporation is: 3528 Maryland Pkwy., Las Vegas, NV 89109

3. Date of incorporation/qualification: April 29, 1994 Document number: F94000002231

4. The name and address of the current registered agent and office:

CI Corporation System
1200 South Pine Island Road
Plantation, FL 33324

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

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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.

[Signature of Robert Michaels]
(Signature of an officer, chairman or vice chairman of the board)

October 07, 1998
(Date)

ROBERT MICHAELS, President
(Printed or typed name and title)

October 07, 1998
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 of Vicki Schreiber]
(Signature of Registered Agent)

10/12/98
(Date)

If signing on behalf of an entity:

VICKI SCHREIBER
Assistant Vice President
(Typed or Printed Name) (Capacity)