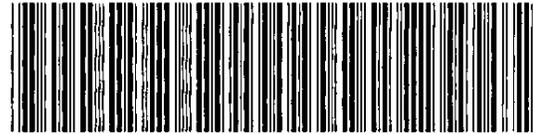


F95000004518



400130889804

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*RA Chang*

S. Coullotte JUN 06 2008



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 595408 4324699

AUTHORIZATION :

*Lou DeMa*

COST LIMIT : \$ 35.00

ORDER DATE : June 3, 2008

ORDER TIME : 10:58 AM

ORDER NO. : 595408-030

CUSTOMER NO: 4324699

CHANGE OF AGENT

NAME: ZELL GENERAL PARTNERSHIP, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Joyce Markley

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

1. The name of the corporation: ZELL GENERAL PARTNERSHIP, INC.
2. The principal office address: c/o Barbara Shuman, 2 N. Riverside Plaza, Suite 600, Chicago, IL 60606
3. The mailing address (if different): \_\_\_\_\_
4. Date of incorporation/qualification: 09/18/1995 Document number: F95000004518
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

The Prentice-Hall Corporation System, Inc.  
1201 Hays Street, Suite 105  
Tallahassee, FL 32301

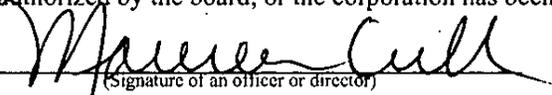
6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Corporation Service Company  
1201 Hays Street  
(P.O. Box NOT acceptable)  
Tallahassee, FL 32301

**FILED**  
**08 JUN -6 PM 1:50**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

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.

 Maureen Cullen, Attorney in Fact  
(Signature of an officer or director) (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:  May 28, 2008  
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:  
Sylvia Queppet, Asst. VP  
(Typed or Printed Name)

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