FILED
May 05, 2003 8:00 am
Secretary of State

05-05-2003 91831 013 ***150.00

2003 FOR PROFIT CORPORATION UNIFORM BUSINESS REPORT (UBR)

DOCUMENT # F98000001573

1. Entity Name
BARCLAY/AEGIS INC.

Principal Place of Business	Mailing Address
~~C/O THE RELATED COS.LP//ATN; L. BENJAMIN~~ ~~625 MADISON AVENUE~~ ~~NEW YORK, NY 10022~~	~~C/O THE RELATED COS.LP//ATN; L. BENJAMIN~~ ~~625 MADISON AVENUE~~ ~~NEW YORK, NY 10022~~

☐ CHECK HERE IF MAKING CHANGES

2. Principal Place of Business	3. Mailing Address
11690 GROOMS RD	11690 GROOMS ROAD
Suite, Apt. #, etc.	Suite, Apt. #, etc.
City & State: CINCINNATI OH	City & State: CINCINNATI OH
Zip: 45242 Country: USA	Zip: 45242 Country: USA

4. FEI Number: 13-3993450 ☐ Applied For ☐ Not Applicable

5. Certificate of Status Desired ☐ **$8.75** Additional Fee Required

6. Name and Address of Current Registered Agent	7. Name and Address of New Registered Agent
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324	Name Street Address (P.O. Box Number is Not Acceptable) City **FL** Zip Code

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

SIGNATURE _____ DATE
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

FILE NOW!!! FEE IS $150.00
After May 1, 2003 Fee will be $550.00
Make Check Payable to Florida Department of State

9. Election Campaign Financing Trust Fund Contribution. ☐ **$5.00** May Be Added to Fees

10. OFFICERS AND DIRECTORS			11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11		
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	PD BOESKY, STUART J 625 MADISON AVENUE NEW YORK, NY	☑ Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	CHAIRMAN, DIRECTOR, TREAS. MICHAEL C. PHILLIPS 11690 GROOMS RD CINCINNATI OH 45242	☐ Change ☒ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	V HIRMES, ALAN P 625 MADISON AVENUE NEW YORK, NY	☑ Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	PRES JEFFREY S. EDISON 11690 GROOMS RD CINCINNATI OH 45242	☐ Change ☒ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	D ROSS, STEPHEN M 625 MADISON AVENUE NEW YORK, NY	☑ Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	SECRETARY AND VP R. MARK ADDY 11690 GROOMS RD. CINCINNATI OH 45242	☐ Change ☒ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	V SCHLACTER, MARK 625 MADISON AVENUE NEW YORK, NY	☑ Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ Change ☐ Addition

CR2E034 (10/02)

12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: R. Mark Addy R. MARK ADDY, SEC'Y 4/29/03 513 554 1110
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #