

F990000003992

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

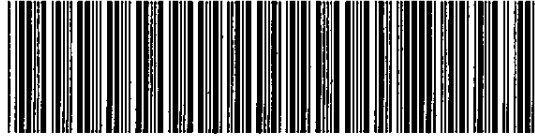
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900096168569

04/09/07--01051--007 **35.00

LA LO chy

FILED
07 APR -9 AM 10:32
CLERK OF STATE
TALLAHASSEE, FLORIDA

CLAS Information Services
2020 Hurley Way, Suite #350 Sacramento CA 95825
Tel: (800) 447-6237

Job Number: 23257-1001/JC

Date: April 4, 2007

Name: AUTODESK, INC.

Request For: Florida

TYPE OF FILING: Change of Agent

Special Instructions:

Please file the attached upon receipt. We have enclosed check #025273 in the amount of \$35.00 and a self-addressed, stamped envelope for your convenience in returning a stamped, filed copy to us. I have also attached the Power of Attorney for your records. Please call with any questions. Thank you in advance for your assistance.

Sincerely,

Judy Culver

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AUTODESK, INC.
(Name of Corporation)

DOCUMENT NUMBER: F99000003992

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JUDY CULVER
(Name of Contact Person)

CLAS INFORMATION SERVICES
(Firm/Company)

2020 HURLEY WAY, STE. 350
(Address)

SAN FRANCISCO, CA
(City/State and Zip Code)

For further information concerning this matter, please call:

JUDY CULVER at (800) 447-6237
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**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: AUTODESK, INC.
2. The principal office address: 111 MCINNIS PARKWAY, SAN RAFAEL CA 94903
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 08/04/1999 Document number: F99000003992
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):

NRAI SERVICES, INC.
2731 EXECUTIVE PARK DRIVE, SUITE 4
(P.O. Box NOT acceptable)
WESTON, FL 33331

FILED
07 APR -9 AM 10:33
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.

Judy Culver
(Signature of an officer or director)

JUDY CULVER, ATTORNEY-IN-FACT FOR
RICHARD M. FOEHR, VICE 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.

Sandi Larsen
(Signature of Registered Agent)

4-4-07
(Date)

If signing on behalf of an entity:

Sandi Larsen, Assistant Secretary
(Typed or Printed Name)

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

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Richard M. Foehr, Vice President, Assistant General Counsel and Assistant Secretary, of Autodesk, Inc., a corporation established under the laws of Delaware ("The Company"), and the subsidiary entity shown on Exhibit A attached hereto (the "Subsidiary"), does hereby appoint Judy Culver and Sandi Larsen attorneys-in-fact for the Company and for the Subsidiary, to act for the Company and for the Subsidiary and in the name of the Company and for the Subsidiary for the limited purposes authorized herein.

The Company and the Subsidiary having taken all necessary steps to authorized the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the Subsidiary's registered agent and registered office, or the agent and office of similar import, in any U.S. jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Judy Culver shall exercise the power of Vice President and Sandi Larsen shall exercise the power of Secretary.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Richard M. Foehr, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 30 day of March, 2007.

Autodesk, Inc.

By: [Signature]

Richard M. Foehr
Vice President, Assistant General
Counsel and Assistant Secretary

State of California }

County of Marin }

Subscribed and sworn to before me on this 30 day of March, 2007, Richard M. Foehr, personally-known-to-me-or-proved-to-me-on-the-basis-of-satisfactory-evidence-to-be-the-person who appeared before me.

[Signature]
Signature of Notary Public

My commission expires on: 9/19/09

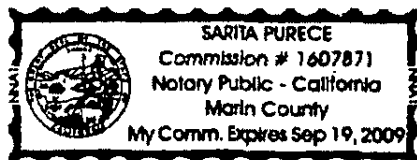


EXHIBIT A

Autodesk, Inc. Subsidiary

Autodesk International Holding Co., a Delaware corporation
