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May 10, 2001

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

800004287588--2
-05/15/01--01009--002
*****25.00 *****25.00

Re: S. Gimbel LLC ("Company")

Dear Sir/Madam:

LLPD10001032--9
-05/15/01--01009--002
*****25.00

Enclosed for filing is the Company's Statement of Change of Registered Agent/Office.
Also, enclosed is a check in the amount of \$25.00 to cover the Statement's filing fee.

Please stamp the enclosed copy of the Statement and return it to me in the enclosed self-addressed stamped envelope.

If you should have any questions, please call me at (312) 527-3442.

Sincerely,

MICHAEL BEST & FRIEDRICH LLC

Julie A. Lamprecht

Julie A. Lamprecht
Legal Assistant

JAL:jal
Enclosures

cc: Stephen E. Goodman, Esq

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**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR
BOTH FOR LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company 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 limited liability company is: S. Gimbel LLC
2. The mailing address of the limited liability company is: 10155 Collins Avenue,
Penthouse 7, Bal Harbour, Florida 33154

3. Date of filing/registration in Florida March 15, 2000
4. Document number L00000002974

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Corporation Service Company
Name
1201 Hays Street
Address
Tallahassee, FL 32301
City, State and Zip

6. The name and address of the new registered agent and/or office:

Sidney Gimbel
Name
10155 Collins Avenue, Penthouse 7
Florida street address (P.O. Box NOT acceptable)
Bal Harbour FL 33154
City, State and Zip

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

Sidney Gimbel
(Signature of a member or authorized representative of a member)

Sidney Gimbel, Manager
(Printed or typed name of signee)

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 obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

Sidney Gimbel
(Signature of Registered Agent)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314