

**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 FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: BEE RIDGE PLAZA, LLC

1b. The mailing address of the corporation is : 1830 ROUTE 130 NORTH
% TAX DEPT. BURLINGTON NJ 08016

1c. Date of incorporation: 5/21/03 Document number: L 03000018462

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

ANDREW M. O'MALLEY
% CAREY O'MALLEY WHITAKER + MANSON
712 S. OREGON AVE. TAMPA FL 33606 2543

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

WADE SEALE % BURLINGTON COAT FACTORY
25813 ROUTE 19 N.
CLEARWATER FL 33763

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.

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

4-15-04
(Date)

ROBERT L. LA PENTA VP/CAO
(Printed or typed name and title)

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.

X [Signature]
(Signature of Registered Agent)

4-19-04
(Date)