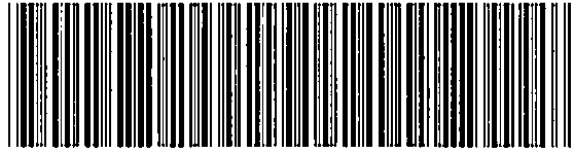


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: IR RE Holdings, LLC
Name of Limited Liability Company

Dear Sir or Madam:

The enclosed Registered Agent/Registered Office Change and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joseph Mullins
Name of Person

Iluka Resources, Inc.
Firm/Company

12472 St. John Church Rd.
Address

Stony Creek, VA 23882
City/State and Zip Code

Donna.Huff@Iluka.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Donna Huff at (434) 348-4315
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- \$25 Filing Fee
- \$55 Filing Fee & Certified Copy

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

Pursuant to the provisions of sections 605.0114 or 605.0116, 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. Name of the limited liability company: IR RE Holdings LLC

2. (a) Iluka Resources, Inc.

Principal office address of limited liability company:
(Note: MUST BE STREET ADDRESS)

12472 St. John Church Road
Stony Creek, VA 23882

(b) Iluka Resources, Inc.

Mailing address of limited liability company
(Note: MAY BE POST OFFICE BOX)

12472 St. John Church
Stony Creek, VA 23882

3. October 29, 2014
Date of filing/registration in Florida

4. 4000253094
Document number

5. (a) Charles F. Mills, III
Registered Agent and Registered Office shown on the records of the Florida Dept. of State:

Registered Office Address (MUST BE FLORIDA STREET ADDRESS)

1301 Riverplace Boulevard, Ste 1500
Jacksonville, FL 32207

(b) Charles F. Mills, III
Enter name of NEW Registered Agent and/or NEW Registered Office address:

NEW Registered Office Address:

One Independent Drive, Ste. 1200
Jacksonville, FL 32202

2014 JUL 27 P 3:32

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 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.

Joseph D. Mullins
Signature of a member or authorized representative of a member

Joseph D. Mullins, Secretary
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 a the obligations of my position as registered agent as provided for in Chapter 605, F.S. Or, if this document is being 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.

Joseph D. Mullins
Signature of Registered Agent