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5/01/98

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FROM: RUDNICK & WOLFE

ACCT#: 076424002364

CONTACT: JUDITH E COVEY

FAX #: (813)229-1447

PHONE: (813)229-2111

NAME: BOULEVARD SHOPPES II & III, INC.

AUDIT NUMBER.....H98000008313

DOC TYPE.....REGISTERED AGENT CHANGE

CERT. OF STATUS..0

PAGES..... 1

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**STATEMENT OF CHANGE OF REGISTERED OFFICE OR
REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of Section 607.0502, Florida Statutes, the undersigned corporation incorporated 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: Boulevard Shoppes II & III, Inc.
- 1b. The mailing address of the corporation is: 11811 North Freeway, Suite 300, Houston, TX 77060
- 1c. Date of incorporation 05/24/90 Document number L75383
2. The name and address of the current registered agent and office:

James R. Mikes
Rudnick & Wolfe
101 East Kennedy Boulevard, Suite 2000
Tampa, Florida 33602

3. The name and address of the new registered agent and office:

David A. Beyer
c/o Rudnick & Wolfe
101 East Kennedy Boulevard, Suite 2000
Tampa, Florida 33602

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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.

DATE: 4/27/98, 1998.

BOULEVARD SHOPPES II & III, INC.

By: Michael Tombari
Michael Tombari, Vice President

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Dated: 5-1, 1998.

David A. Beyer
DAVID A. BEYER
Registered Agent

Prepared by: David A. Beyer
Florida Bar No. 0349844
Rudnick & Wolfe
101 E. Kennedy Blvd., Suite 2000
Tampa, Florida 33602
(813) 229-2111

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