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ACCOUNT NO. : 072100000032.

REFERENCE : 676476 5140896

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 25..00

ORDER DATE : September 27, 2001

ORDER TIME : 11:24 AM

ORDER NO. : 676476-045

CUSTOMER NO: 5140896

CUSTOMER: Mr. Mark Chertok
Emmes & Company LLC
Suite 900
420 Lexington Avenue
New York, NY 10170

RECEIVED
01 OCT -2 PM 12:59
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CHANGE OF AGENT

700004620297--7

NAME: GRAND CRU PARTNERS LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar

01 OCT -2 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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10-2-01

**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: GRAND CRU PARTNERS LLC

2. The mailing address of the limited liability company is : _____

420 Lexington Avenue, Suite 900, New York NY 10170

3-15-2000

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3. Date of filing/registration in Florida

4. Document number

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

Lexis Document Services Inc.

Name

3953 WW Kelley Road

Address

Tallahassee, FL 32311

City, State and Zip

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

Corporation Service Company

Name

1201 Hays Street

Florida street address (P.O. Box NOT acceptable)

Tallahassee FL 32301

City, State and Zip

01 OCT -2 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

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.

MA
(Signature of a member or authorized representative of a member)

MARK CHERTOK
(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.

Patrick Lalor
(Signature of Registered Agent)

Patrick Lalor, Assistant Secretary

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