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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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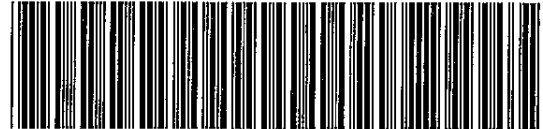
(Business Entity Name)

(Document Number)

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STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

CT CORPORATION

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03 FEB 24 PM 2:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 24, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5724865 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

BEL-EQR III, L.L.C. (DE)  
Change of Agent  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at  
(850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton  
Sr. Fulfillment Specialist  
Jeff\_Netherton@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

**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.

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08 FEB 24 PM 2:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is: Bel-EQR III, L.L.C.
2. The mailing address of the limited liability company is : Two North Riverside Plaza, Suite 400  
Chicago, IL 60606

3. Date of filing/registration in Florida 11/03/2000
4. Document number M00000002281


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 W.W. Kelley Road  
Address  
Tallahassee FL 32311  
City, State and Zip

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

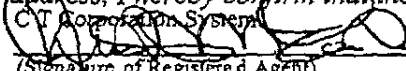
C T Corporation System  
Name  
1200 South Pine Island Road  
Florida street address (P.O. Box NOT acceptable)  
Plantation FL 33324  
City, State and Zip

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.

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

Paul Foreman  
(Printed or typed name of signer)

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.

C T Corporation System  
  
(Signature of Registered Agent)

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