2009 LIMITED LIABILITY COMPANY ANNUAL REPORT

DOCUMENT# M07000002329

Entity Name: REPLACEMENT GP LLC

FILED Mar 16, 2009 Secretary of State

Current Principal Place of Business: New Principal Place of Business:

3592 ROUTE 55 KAUNOENGA LAKE, NY

Current Mailing Address: New Mailing Address:

C/O RICHMAN ASSET MANAGEMENT INC. 340 PEMBERWICK ROAD GREENWICH, CT 06831

FEI Number: 41-2173444 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

C T CORPORATION SYSTEM

1200 SOUTH PINE ISLAND ROAD

PLANTATION, FL 33324 US

THE RICHMAN GROUP OF FLORIDA, INC.

THE BRANDYWINE CENTRE I

580 VILLAGE BLVD., SUITE 360

WEST PALM BEACH, FL 33409 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: KRISTIN M. MILLER 03/16/2009

Electronic Signature of Registered Agent Date

MANAGING MEMBERS/MANAGERS: ADDITIONS/CHANGES:

Title: MGR () Delete Title: () Change () Addition

 Name:
 MYERS, BRIAN P
 Name:

 Address:
 340 PEMBERWICK ROAD
 Address:

 City-St-Zip:
 GREENWICH, CT 06831
 City-St-Zip:

I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE: BRIAN P. MYERS MGR 03/16/2009