

M080WUU295U

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

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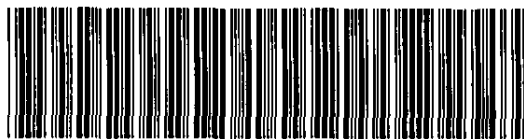
(Business Entity Name)

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10 MAR - 2 AM 10:46
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
10 MAR - 2 PM 1:01

B. KOHR

MAR - 2 2010

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 298459 7266049
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 25.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 MAR -2 PM 1:01

ORDER DATE : February 26, 2010
ORDER TIME : 9:27 AM
ORDER NO. : 298459-051
CUSTOMER NO: 7266049

CHANGE OF AGENT

NAME: SMG HOLDINGS II, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Matthew Young

EXAMINER'S INITIALS: _____

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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- 1. Name of the limited liability company: SMG HOLDINGS II, LLC
2. (a) Principal office address of limited liability company: 300 CONSHOHOCKEN STATE ROAD SUITE 450 W. CONSHOHOCKEN, PA 19428
(b) Mailing address of limited liability company: (Note: MAY BE POST OFFICE BOX)

6/20/2008 M08000002950
3. Date of filing/registration in Florida 4. Document number

5. (a) Registered Agent and Registered Office shown on the records of the Florida Dept. of State:
Registered Agent: CT Corporation System
Registered Office Address: 1200 South Pine Island Road Plantation, FL 33324

(b) Enter name of NEW Registered Agent and/or NEW Registered Office address:
NEW Registered Agent: Corporation Service Company
NEW Registered Office Address: 1201 Hays Street (MUST BE FLORIDA STREET ADDRESS) Tallahassee, FL 32301

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.

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

Maurcen Cathell, Authorized Person (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.

By: Sylvia Queppet, Assistant V.P. (Signature of Registered Agent)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314 FILING FEE: \$25.00