

MA 1000000635



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 929743 7135606

AUTHORIZATION :

COST LIMIT : \$25.00.  
*Patricia Pizant*

ORDER DATE : December 13, 2000

ORDER TIME : 11:08 AM

ORDER NO. : 929743-100

CUSTOMER NO: 7135606

100003500091--7

CUSTOMER: Ms. Jennifer Hicks  
U.S. Restaurant Properties  
Suite 300  
12240 Inwood Road  
Dallas, TX 75244

CHANGE OF AGENT

RECEIVED  
00 DEC 13 PM 12:16  
DIVISION OF CORPORATION

NAME: USRP (MIDON), LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Ellyn Herndon

00 DEC 13 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVE  
AND  
FILED

VB  
12-13-00

**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: USRP (MIDON), LLC
2. The mailing address of the limited liability company is : \_\_\_\_\_  
12240 Inwood Road, Suite 200, Dallas, Texas 75244
3. Date of filing/registration in Florida 09/22/1997
4. Document number M97000000635
5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

C T Corporation System  
Name  
1200 South Pine Island Road  
Address  
Plantation, Florida 33324  
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

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.

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

USRP Managing, Inc.

Valerie Siverling, ~~Assistant Secretary of U.S. Restaurant Properties, Inc.~~  
General Partner of U.S. Restaurant Properties Operating L.P. - Sole Member  
(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.*

Deborah D. Skipper  
(Signature of Registered Agent)

**Deborah D. Skipper  
Asst. Secretary**

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

APPROVED  
AND  
FILED  
00 DEC 13 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA