



M980000001118

ACCOUNT NO. : 072100000032

REFERENCE : 993929 144972A

AUTHORIZATION :

Patricia Pujute

COST LIMIT : \$ 25.00

ORDER DATE : October 16, 2001

ORDER TIME : 9:13 AM

ORDER NO. : 993929-795

400004699804--9

CUSTOMER NO: 144972A

CUSTOMER: Mr. Sean A. Mccarthy
First Industrial Realty
Suite 4000
311 S. Wacker Drive
Chicago, IL 60606

CHANGE OF AGENT

NAME: CARLYLE/FR INVESTORS, L.L.C.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Mimi Stephens

APPROVE
AND
FILED

01 NOV 30 AM 11:42 RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA NOV 30 AM 10:29
DIVISION OF CORPORATION

1000

**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: CARLYLE/FR INVESTORS, L.L.C.
2. The mailing address of the limited liability company is : 311 S. WACKER DRIVE, STE 4000
CHICAGO, IL 60606

3. Date of filing/registration in Florida 10/01/1998 4. Document number M98000001118

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

CT CORPORATION SYSTEM
Name
12 SOUTH PINE ISLAND ROAD
Address
PLANTATION, FL 33324
City, State and Zip

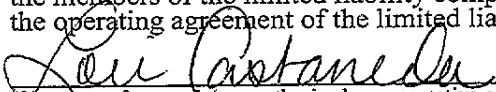
6. The name and address of the new registered agent and/or office:

Corporation Service Company
Name
1201 Hays Street
Florida street address (P.O. Box **NOT** acceptable)
Tallahassee FL 32301
City, State and Zip

01 NOV 30 AM 11:42
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.



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

BY: LORI CASTANEDA, ASST. SECRETARY FOR FR OP FUND, LLC, MEMBER OF FIRST INDUSTRIAL, L.P., MEMBER OF FIRST INDUSTRIAL REALTY TRUST, INC., GENERAL PARTNER

(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.



(Signature of Registered Agent) BY: KAREN HARRIS, ASST. V.P.

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