

M98000001378



ACCOUNT NO. : 072100000032

REFERENCE : 007444 4321791

AUTHORIZATION :

COST LIMIT : \$ 25.00

Patricia Pizit

ORDER DATE : February 15, 2001

ORDER TIME : 11:58 AM

ORDER NO. : 007444-085

CUSTOMER NO: 4321791

400004085404--0

CUSTOMER: Ms. Lesley V. Benjamin
The Related Companies, Inc.
625 Madison Avenue, 9th Floor

New York, NY 10022

CHANGE OF AGENT

NAME: PALLADIUM EMPLOYEE COMPANY,
L.L.C.

APPROVED
AND
FILED

01 APR 27 PM 1:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

RECEIVED

01 APR 27 PM 12:55
DIVISION OF CORPORATION

VB
4-27-01

**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: PALLADIUM EMPLOYEE COMPANY, L.L.C.
2. The mailing address of the limited liability company is : 625 Madison Avenue, 5th Floor
New York, NY 10022
3. Date of filing/registration in Florida 11/20/1998
4. Document number M98000001378
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, 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

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

Martin S. Burger, President
(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.

[Signature]
(Signature of Registered Agent)

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

FILING FEE: \$25.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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