

**NewCo Corporate Services, Inc.**

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P00525

October 28, 1998

Corp. Div.  
Secretary of State  
P.O. BOX 6327  
Tallahassee, Fla. 32314

600002677926-8  
-11/02/98--01087--005  
\*\*\*\*280.00 \*\*\*\*\*3.28

RE: TISHMAN SPEYER PROPERTIES, INC.  
TISHMAN SPEYER HOLDINGS, INC.  
TSCE VENTURE CORP.  
LONGBOAT DEVELOPMENT, INC.  
TISHMAN SPEYER PROPERTIES, LIMITED PARTNERSHIP  
TSCE REAL ESTATE VENTURE, L.P.  
TST GATEWAY LIMITED PARTNERSHIP  
LONGBOAT DEVELOPMENT LIMITED PARTNERSHIP

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

We enclose changes of agent forms for the above with our check payable to the State of Florida for \$ 280.00.

Please file, and send back file-stamped copies or just fax us confirmation that they have been filed so we can set up our records in New York.

If any problems, or questions, call us at toll-free 888 336-3926 and fax is 212 220-3929.

Thank you for your consideration.

Sincerely,



Carol Glospe  
Senior Corporate Specialist

OK  
P00525  
280  
27-2-98  
10-2-98

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of DELAWARE submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: TISHMAN SPEYER PROPERTIES, INC.

1b. Date of incorporation: 1-9-84 Document number P00525

2. The name and address of the current registered agent and office:

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

1201 HAYS STREET, SUITE 105, TALLAHASSEE, FLORIDA 32301

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

NRAI Services, Inc.

526 East Park Avenue, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]  
SIGNATURE  
10/27/98  
DATE

Bruce D. Sabers Vice President  
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

NRAI Services, Inc.

SIGNATURE By: [Signature]

(Registered Agent)

DATE 10/27/98

DELIA TALIENTO  
ASST. SEC'Y