

P13014

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

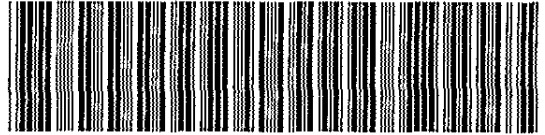
(Business Entity Name)

(Document Number)

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2003 JUL 23 PM 3:42
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TALLAHASSEE, FLORIDA

G. Oulliette JUL 23 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 144178 5029779

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 35.00

ORDER DATE : June 24, 2003

ORDER TIME : 11:19 AM

ORDER NO. : 144178-090

CUSTOMER NO: 5029779

CUSTOMER: Carol S. Bruser
Federated Department Stores,
7 West Seventh St.

Cincinnati, OH 45202

CHANGE OF AGENT

NAME: BFC REAL ESTATE COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Carla E. Lohi

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, this statement of change is submitted for a corporation organized under the laws of the State of Delaware _____ in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: BFC REAL ESTATE COMPANY

2. The principal office address: c/o Federated Department Stores, Inc., 7 West 7th Street
Cincinnati, OH 45202

3. The mailing address (if different): c/o Federated Corporate Service, Inc., 7 West 7th Street
Cincinnati, OH 45202

4. Date of incorporation/qualification: January 27, 1987 Document number: P13014

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:
CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):
Corporation Service Company
1201 Hays Street
(P.O. Box or personal mailbox NOT acceptable)
Tallahassee, FL 32301

The street address of its registered office 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, or the corporation has been notified in writing of the change.

Laura R. Dunlap
(Signature of an officer, chairman or vice chairman of the board)

Laura R. Dunlap, Attorney in Fact
(Printed or typed name and title)

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Carla Lohi
(Signature of Registered Agent)

July 27, 2003
(Date)

If signing on behalf of an entity:
Carla Lohi
(Typed or Printed Name)

Assistant Vice President
(Capacity)

***** FILING FEE: \$35.00 *****

