



MERCHANDISE MART PROPERTIES, INC.

Suite 470 The Merchandise Mart, 200 World Trade Center Chicago, Chicago, IL 60654
Telephone: 312/527-4141

P97000058571

VIA FIRST CLASS MAIL

November 20, 1998

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

RE: Change of Registered Agent
Darby Development Corporation
Doc. No. P97000058571

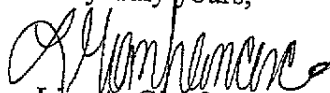
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*****35.00 *****35.00

To Whom It May Concern:

Enclosed please find a Statement of Change of Register Office or Registered Agent for Corporations, along with a check for \$35.00 to cover the filing fee. In addition, please stamp the copy and return it to me in the self-addressed stamped envelop provided to acknowledge that it was received by your office.

Should you have any questions, please call me at 312/527-7688.

Very truly yours,


Lisa A. Gianfrancisco

Enclosures

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FILED
99 JAN 15 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CM
P97000058571



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 8, 1998

LISA GIANFRANCISCO
SUITE 470, THE MERCHANDISE MART
200 WORLD TRADE CENTER
CHICAGO, IL 60654

SUBJECT: DARBY DEVELOPMENT CORPORATION
Ref. Number: P97000058571

We have received your document for DARBY DEVELOPMENT CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 398A00057886

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 Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Darby Development Corporation

1b. Date of incorporation 7/3/97 Document number P97000058571

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

Intrastate Registered Agent Corporation

701 Brickell Avenue, Suite 3000, Miami Florida 33131

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

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation Florida 33324

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.

Thomas M. Kennedy
SIGNATURE

Thomas M. Kennedy, Secretary
(Type or printed name and title)

DATE

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.

C T CORPORATION SYSTEM

SIGNATURE BY: *James M. Halpin*
(Registered Agent)

DATE 12/23/98 James M. Halpin, Asst. Sec

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

CR2E045 (7-91)

Filing Fee: \$35.00

(FLA. - 2194 - 3/4/92)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA