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File # D 5991-853-2

Form **BCA-5.10**
NFP-105.10
(Rev. April 1995)

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-3647
http://www.sos.state.il.us

**STATEMENT OF
CHANGE
OF REGISTERED AGENT
AND/OR REGISTERED
OFFICE**

FILED

APR 04 2000

JESSE WHITE
SECRETARY OF STATE

~~SUBMIT IN DUPLICATE~~

This space for use by
Secretary of State

Date APR 04 2000

Filing Fee \$5

Approved *[Signature]*

Remit payment in check or money order,
payable to "Secretary of State."

Type or print in black ink only.
See reverse side for signature(s)

1. CORPORATE NAME: Funspot, Inc.

2. STATE OR COUNTRY OF INCORPORATION: Illinois

3. Name and address of the registered agent and registered office as they appear on the records of the office of the Secretary of State (before change):

Registered Agent Steven L. DeGraff
First Name Middle Name Last Name

Registered Office 333 W. Wacker Drive, Suite 1800
Number Street Suite No. (A P.O. Box alone is not acceptable)
Chicago, IL 60606, Cook County
City ZIP Code County

4. Name and address of the registered agent and registered office shall be (after all changes herein reported):

Registered Agent Harold S. Dembo
First Name Middle Name Last Name

Registered Office 333 W. Wacker Drive, Suite 1800
Number Street Suite No. (A P.O. Box alone is not acceptable)
Chicago, IL 60606, Cook County
City ZIP Code County

Box 340

[Handwritten marks]

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1. The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address; a post office box number alone is not acceptable.
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, then the corporation must file with the recorder of deeds of the new county a certified copy of the articles of incorporation and a certified copy of the statement of change of registered office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of registered agent must be by resolution adopted by the board of directors. This statement must then be signed by the president (or vice-president) and by the secretary (or an assistant secretary).
6. The registered agent may report a change of the registered office of the corporation for which he or she is registered agent. When the agent reports such a change, this statement must be signed by the registered agent.

NOTES

Dated _____, 19____, _____
 (Signature of Registered Agent of Record)

(If change of registered office by registered agent, sign here. See Note 6)
 The undersigned, under penalties of perjury, affirms that the facts stated herein are true.

<p>Dated _____, February 14, 19,2000</p> <p>_____</p> <p>(Signature of Secretary or Assistant Secretary)</p> <p>_____</p> <p>(Type or Print Name and Title)</p>	<p>Dated _____, February 14, 19,2000</p> <p>_____</p> <p>(Signature of President or Vice President)</p> <p>_____</p> <p>(Type or Print Name and Title)</p>
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NOTE: When the registered agent changes, the signatures of both president and secretary are required.

7. (If authorized by the board of directors, sign here. See Note 5)
 The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

6. The above change was authorized by: ("X" one box only)
 - a. By resolution duly adopted by the board of directors. (Note 5)
 - b. By action of the registered agent. (Note 6)
5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

File Number 6101-678-3

State of Illinois
Office of
The Secretary of State

Whereas, ARTICLES OF INCORPORATION OF
HANZA INCORPORATED
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 14TH day of APRIL A.D. 2000 and of the Independence of the United States the two hundred and 24TH .



Jesse White

Secretary of State

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M/K