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File #



00325255

Form **BCA-5.10**
NFP-105.10
(Rev. Jan. 1999)

Jesse White
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

MAR 01 2000

JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

22

Date MAR 01 2000

Filing Fee \$ 5

Approved:

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)

- CORPORATE NAME: ROCKEY, MILNAMOW & KATZ, LTD.
- STATE OR COUNTRY OF INCORPORATION: Illinois
- 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	<u>Mitchell</u>	<u>D.</u>	<u>Goldsmith</u>
	First Name	Middle Name	Last Name
Registered Office	<u>444 North Michigan Avenue</u>		
	Number	Street	Suite No. (A P.O. Box alone is not acceptable)
	<u>Chicago</u>	<u>60611</u>	<u>Cook</u>
	City	ZIP Code	County

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

Registered Agent	<u>Keith</u>	<u>V.</u>	<u>Rockey</u>	X
	First Name	Middle Name	Last Name	
Registered Office	<u>Two Prudential Plaza, S.4700, 180 N. Stetson Avenue</u>			X
	Number	Street	Suite No. (A P.O. Box alone is not acceptable)	
	<u>Chicago</u>	<u>60601</u>	<u>Cook</u>	X
	City	ZIP Code	County	016

- 5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.
- 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)

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.

Dated January 6 2000 Rockey, Milnamow & Katz, Ltd.
 (Month & Day) (Year) (Exact Name of Corporation)
 attested by Lisa V. Mueller by Keith V. Rockey
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
Lisa V. Mueller Keith V. Rockey
 (Type or Print Name and Title) (Type or Print Name and Title)

(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.

Dated _____ , _____
 (Month & Day) (Year) (Signature of Registered Agent of Record)

NOTES

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.



RETURN TO:
 Carol Arellano
 Rockey, Milnamow & Katz, Lt
 180 N. Stetson, s.4700
 Chicago, IL 60601

RESOLUTION

The undersigned being all of the shareholders ROCKEY, MILNAMOW & KATZ, LTD., an Illinois Corporation (the "Corporation" hereafter), do hereby take the following action by Resolution of the Board of Directors pursuant to Section 7.10 of the Business Corporation Act of Illinois, to be effective as of November 23, 1999.

NOW THEREFORE BE IT RESOLVED, that pursuant to section 5.10 of the Business Corporation Act of 1983, it is deemed in the best interests of the Corporation to change the registered agent from Mitchell D. Goldsmith of Shefsky & Froelich, Ltd., 444 N. Michigan Avenue, Chicago, Illinois 60611 to Keith V. Rockey of Rockey, Milnamow, & Katz, Ltd., Two Prudential Plaza, Suite 4700, 180 N. Stetson Avenue, Chicago, Illinois 60601.

FURTHER RESOLVED, that each and all of the resolutions, acts and proceedings of the Board of Directors of the Corporation heretofore adopted since the last meeting of the shareholders of the Corporation are hereby approved, ratified, confirmed, and authorized as the acts and deed of the Corporation.

Dated this 6th day of January 2000.

Thomas C. Elliott: Thomas C. Elliott Randall T. Erickson: Randall T. Erickson

Stephen D. Geimer: Stephen D. Geimer Allen J. Hoover: Allen J. Hoover

Martin L. Katz: Martin L. Katz Kathleen A. Lyons: Kathleen A. Lyons

Lisa V. Mueller: Lisa V. Mueller Robert B. Polt: Robert B. Polt

Paul M. Odell: Paul M. Odell Keith V. Rockey: Keith V. Rockey

Thomas I. Ross: Thomas I. Ross Paul M. Vargo: Paul M. Vargo

Joel E. Siegel: Joel E. Siegel

BEING ALL OF THE SHAREHOLDERS OF THE CORPORATION