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FORM **BCA 5.10/5.20** (rev. Dec. 2003) STATEMENT OF CHANGE OF REGISTERED AGENT AND/OR **REGISTERED OFFICE**

Business Corporation Act

FILED

Jesse White, Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 782-3647 www.cyberdriveillinois.com

Remit payment in the form of a

DEC 0 3 2004 JESSE WHITE SECRETARY OF STATE Doc#: 0434944087

Eugene "Gene" Moore Fee: \$26.50 Cook County Recorder of Deeds Date: 12/14/2004 01:50 PM Pg: 1 of 2

Sibrit in duplicate Type or Print clearly in black ink—Do not write above this line— 1. CORPORATE NAME: Sherman Payroll, Inc. 2. STATE OR COUNTRY OF NCORPORATION: 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 First Name Registered Office On North LaSalle Street, Suite 2600 Number Street Suite No. (A P.O. Box alone is not acceptable) Chicago City ZIF Code Registered Agent First Name Registered Agent Registered Office Steven A. Felsenthal First Name Street Suite No. (A P.O. Box alone is not acceptable) Steven A. Felsenthal First Name Registered Office Steven A. Felsenthal First Name Steven A. Felsenthal Firs	te	theck or money order payable the Secretary of State.			
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 A. Forenthal First Name 30 North LaSalle Street, Suite 2600 Number Chicago 30602 City 2IF Gode County 4. Name and address of the registered agent and registered office and be (after all changes herein reported): Registered Agent Steven A. Felsenthal First Name 30 North LaSalle Street, Suite No. (A P.O. Box alone is not acceptable) and County 4. Name and address of the registered agent and registered office and be (after all changes herein reported): Registered Office Street North Agent Street, Suite 3000 Number Chicago Street Cook County 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) By action of the registered agent	-				Filing Fee: \$25.00 Approved:
3. Name and address of the register ad agent and registered office as they appear on the records of the office of the Secretary of State (before cha igr.): Registered Agent Steven A. For enthal First Name 30 North LaSalle Street, Suite 2600 City Street Suite No. (A P.O. Box alone is not acceptable) Cook County 4. Name and address of the registered agent and registered office and be (after all changes herein reported): Registered Agent Steven A. Felsenthal First Name 30 North LaSalle Street, Suite 3000 Registered Office Street Suite 3000 City ZIP Code Cook First Name 30 North LaSalle Street, Suite 3000 City ZIP Code Cook Cook Cook Cook 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) By action of the registered agent	1	CORPORATE NAME.	Sherman Payroll, Inc	.	
Registered Agent Registered Office Registered Agent Registered Agent Registered Agent Registered Agent Registered Office Steven A. Felsenthal First Name 30 North LaSalle Street, Suite No. (A P.O. Box alone is not acceptable) Cook Cook Viry ZIP Code Cook Cook Cook Cook Cook Cook Cook Cook The address of the registered office and the address of the business office of the registered agent, as changed, will be identical. The above change was authorized by: ("X" one box only) a. By resolution duly adopted by the board of directors. (Note 5) By action of the registered agent	2.				
Registered Agent Registered Office Registered Office Registered Office Registered Office Registered Office Registered Office Number Chicago City Suite No. (A P.O. Box alone is not acceptable) Cook Cook County A. Name and address of the registered agent and registered office and be (after all changes herein reported): Registered Agent Registered Office Registered Office Steven A. Felsenthal First Name 30 North LaSalle Street, Suite 3000 City Street Suite No. (A P.O. Box alone is not acceptable) Cook Cook Cook Viname Street Cook Cook	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 Office Street Suite 2600			Steven A. Forcenth		
A. Name and address of the registered agent and registered office and be (after all changes herein reported): Registered Agent Registered Office Registered Office Registered Office The address of the registered office and the address of the business office of the registered agent, as changed, will be identical. Steven A. Felsenthal First Name 30 North LaSalle Street, Suite 3000 Number Chicago Street Suite No. (A P.O. Bex clone is not acceptable) Cook Cook Cook Cook Cook Cook Cook Cook Cook The address of the registered office and the address of the business office of the registered agent, as changed, will be identical. The above change was authorized by: ("X" one box only) a. By resolution duly adopted by the board of directors. (Note 5) By action of the registered agent		Registered Office	30 North LaSalle S	Middle Name Street, Suite 2600	Last Name
4. Name and address of the registered agent and registered office and be (after all changes herein reported): Registered Agent Registered Office Registered Office Steven A. Felsenthal First Name 30 North LaSalle Street, Suite 3000 Number Chicago City ZIP Code Cook County 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) By action of the registered agent			Chicago	Suite No. (A P. 60602	O. Box alone is not acceptable) Cook
Registered Office First Name 30 North LaSalle Street, Suite 3000 Last Name	4.	Name and address of the	•		County
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Street Suite No. (A P.O. Bcx alone is not acceptable) City ZIP Code Cook County 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) By action of the registered agent		Registered Office	30 North LaSalle S	Middle Name treet, Suite 3000	Last Name
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b. By action of the registered agent	5.	The address of the registered office and the address of the business office of the registered agent, as changed,			
D. By action of the registered agent	6.	The above change was au	thorized by: ("X" one bo	ox only)	
(Note 6)		b. By action of the reg	idopied by the board of listered agent.	•	•

SEE REVERSE SIDE FOR SIGNATURES(S).

(Note 6)

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7. (If authorized by the board of directors, sign has the undersigned corporation has caused this student penalties of perjury, that the facts stated here	ere. See Note 5) atement to be signed by a duly authorized officer who affirms, in are true.	
Dated	in are true.	
(Month & Day) (Year)	(Exact Name of Corporation)	
(Any Authorized Officer's Signature)	Corporation)	

(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 tru November 29 িনিহnth & Day) (Year) Signature of Registered Agent of Record) Sold Ox Co

Steven A. Felsenthal

(Type or print name. If the registered agent is a corporation, type or print the name and title of the officer who is signing on its

- The registered office may, but need not be the same as the principal office of the corporation. However, the 1. registered office and the office address of the regist red agent must be the same.
- The registered office must include a street or road address; a post office box number alone is not acceptable. 2. 3.
- A corporation cannot act as its own registered agent.

(Type or Print Name and Title)

- If the registered office is changed from one county to another, then the carporation 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 ONL's from the Secretary of State.
- Any change of registered agent must be by resolution adopted by the board of directurs. This statement must
- The registered agent may report a change of the registered office of the corporation for vanich he or she is registered agent. When the agent reports such a change, this statement must be signed by the registered agent. If a corporation is acting as the registered agent, a duly authorized officer of such corporation must sign

Return to: Sugar, Friedberg & Felsenthal LLP 30 N. LaSalle St., Suite 3000 Chicago, Illinois 60602

Attn: Robecca G. Lacy