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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

Doc#: 0928734052 Fee: \$38.00
Eugene "Gene" Moore
Cook County Recorder of Deeds
Date: 10/14/2009 11:18 AM Pg: 1 of 2

Jesse White, Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62758
217-782-3647
www.cyberdriveillinois.com

FILED

OCT 08 2009

**JESSE WHITE
SECRETARY OF STATE**

Remit payment in the form of a
check or money order payable
to Secretary of State.

File # 5982608 Filing Fee: \$25 Approved: eld

Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. Corporate Name: PGR Finance II, Inc
2. State or Country of Incorporation: Delaware
3. Name and Address of Registered Agent and Registered Office as they appear on the records of the Office of the Secretary of State (before change):

Registered Agent:	<u>James</u>	<u>F.</u>	<u>Hoffman</u>
	First Name	Middle Name	Last Name
Registered Office:	<u>77 West Wacker Drive</u>	<u>3900</u>	
	Number	Street	Suite # (P.O. Box alone is unacceptable)
	<u>Chicago</u>	<u>60601</u>	<u>Cook</u>
	City	ZIP Code	County

4. Name and Address of Registered Agent and Registered Office shall be (after all changes herein reported):
- | | | | |
|--------------------|--------------------------------|--------------|--|
| Registered Agent: | <u>James</u> | <u>F.</u> | <u>Hoffman</u> |
| | First Name | Middle Name | Last Name |
| Registered Office: | <u>330 North Wabash Avenue</u> | <u>2900</u> | |
| | Number | Street | Suite # (P.O. Box alone is unacceptable) |
| | <u>Chicago</u> | <u>60611</u> | <u>Cook</u> |
| | City | ZIP Code | 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)
 - Resolution duly adopted by the board of directors. (See Note 5 on reverse.)
 - Action of the registered agent. (See Note 6 on reverse.)

SEE REVERSE FOR SIGNATURE(S).

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7. If authorized by the board of directors, sign here. (See Note 5 below.)

The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated _____, _____, _____
Month & Day Year Exact Name of Corporation

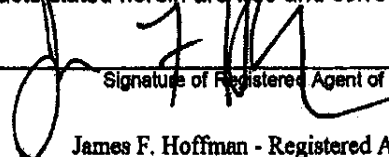
Any Authorized Officer's Signature

Name and Title (type or print)

If change of registered office by registered agent, sign here. (See Note 6 below.)

The undersigned, under penalties of perjury, affirms that the facts stated herein are true and correct.

Dated October 7, 2009
Month & Day Year



Signature of Registered Agent of Record

James F. Hoffman - Registered Agent

Name (type or print)

If Registered Agent is a corporation,
 Name and Title of officer who is signing on its behalf.

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 (P.O. Box alone is unacceptable).
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, 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 be signed by a duly authorized officer.
6. The registered agent may report a change of the registered office of the corporation for which he/she is a 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 this statement.