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Form BCA (12, 12a, 110, 111) MAR 13 1986

File No. D. 5272 - ~~5272~~
Date 3-13-86
Filing Fee \$ 5.00
Clerk [Signature]

Secretary of State

File in duplicate

Please read instructions on back
before attempting to execute

CERTIFICATE OF CHANGE OF REGISTERED AGENT AND REGISTERED OFFICE BY
A FOREIGN OR DOMESTIC CORPORATION OF ILLINOIS

To Jim Edgar
Secretary of State
Springfield, Illinois

The undersigned corporation, organized and existing under the laws of the State of Illinois for the purpose of changing its registered agent or its registered office, or both, in Illinois as provided by "The Business Corporation Act", of Illinois represents that:

1. The name of the corporation is BRAINI ENTERPRISES, INC.

2. The address, including street and number, if any, of its present registered office (before change) is 157 North Brockway Street, Palatine, Illinois 60067

3. Its registered office (including street and number if any change in the registered office is to be made) is hereby changed to Suite 308 - 1550 North Northwest Highway SUNNYX Park Ridge, Illinois
(60068) County of Cook
(Zip Code)

4. The name of its present registered agent (before change) is ALFRED L. LEVINSON 016

5. The name of the new registered agent is ALFRED L. LEVINSON

6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

7. The manner of authorization of such change(s) was:
- a. By resolution duly authorized by the board of directors;
 - b. By action of its registered agent.

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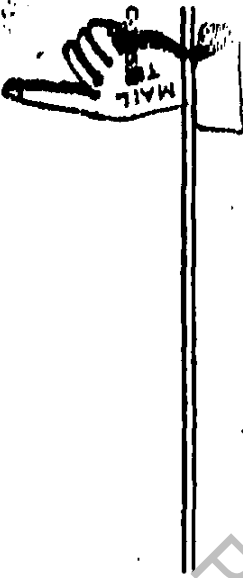
Form BCA (12, 12a, 110, 110a)

File No. _____

CERTIFICATE OF CHANGE OF REGISTERED AGENT AND/OR OFFICE OF A FOREIGN OR DOMESTIC CORPORATION

Secretary of State
Corporation Department
Springfield, Illinois 62756
Telephone: (217) 782-3647

Filing Fee \$5.00



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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 agent must be the same.
2. The registered office must be in Illinois and must be a street or road address, not a post office box number.
3. A registered agent may change the address of the registered office of the corporation, for which he is registered agent, to another address in this State.
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 the change of registered office. Such certified copies may be obtained only from the Secretary of State.
5. A corporation cannot act as its own registered agent.

INSTRUCTIONS

-86-109923

(Sign below where the above change(s) were authorized by resolution of the board of directors.)

Under penalty of perjury and as an authorized officer of the corporation, I declare that this document has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation, on this _____ day of _____ 19____.

By _____ (Title) _____ (Title)

Attest _____ (Title)

(Sign below where the above change of address was authorized by action of the registered agent.)

Under penalty of perjury and as the authorized registered agent of the corporation, I declare that this document has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this _____ day of _____ 19____.

By _____ (Title)

SIGNATURES

Property of Cook County Clerk's Office