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BCA 5.10/5.20 (Rev. Jul. 1984)
NFP-105.10/105.20 (Rev. 1986)

90497479 9/7/90
JIM EDGAR
Secretary of State
State of Illinois

File # 5568 600 9

Submit in Duplicate

Remit payment in Check or Money
Order, payable to "Secretary of
State".

DO NOT SEND CASH!

STATEMENT OF CHANGE OF REGISTERED AGENT
AND/OR
REGISTERED OFFICE

This Space For Use By
Secretary of State

Date 9-19-90

Filing Fee \$5

Clerk SK

Pursuant to the provisions of "The Business Corporation Act of 1983", or "The General Not For Profit Corporation Act of 1986", the undersigned corporation hereby submits the following statement.

1. The name of the corporation is XEROX LIFE MANAGEMENT COMPANY **DEPT-01 RECORDING \$13.00**
TN8888 TRAN 2812 10/11/90 09:53:00
9364 # H * -90 -497479
2. The State or Country of incorporation is Delaware **COOK COUNTY RECORDER**

3. The name and address of its registered agent and its registered office as they appear on the records of the office of the Secretary of State (Before Change) are:

Registered Agent CT Corporation System

First Name	Middle Name	Last Name

Registered Office 201 S. LaSalle Street

Number	Street	Suite No. (A.P.O. Box alone is not acceptable)
Chicago	Illinois	60604
City	Zip Code	County
		Cook

4. The name and address of its registered agent and its registered office shall be (After All Changes Herein Reported):

Registered Agent Dean Hupling Goossen

First Name	Middle Name	Last Name
Dean	Hupling	Goossen

Registered Office 1001 Warrenville Road

Number	Street	Suite No. (A.P.O. Box alone is not acceptable)
Lisle	Illinois	60592
City	Zip Code	County
		DuPage

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)

(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 affirm, under penalties of perjury, that the facts stated herein are true.

Dated August 15, 19 90

XEROX LIFE MANAGEMENT COMPANY

attested by Dean H. Goossen
(Signature of Secretary or Assistant Secretary)

by Robert B. Stack
(Signature of President or Vice President)

Dean H. Goossen, Secretary
(Type or Print Name and Title)

Robert B. Stack, President
(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 _____, 19 _____

(Signature of Registered Agent of Record)

13.00

Secretary of State
Corporation Department

COOK COUNTY CLERK'S OFFICE

90497479

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FORM DCA-6.10/5.20
FORM NFP-106.10/106.20

File No. 5568 600 9

STATEMENT OF CHANGE OF REGISTERED
AGENT AND/OR REGISTERED OFFICE

Filing Fee \$5

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone (217) 782-7808

C1385

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 state 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

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