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Form **BCA-5.10**  
**NFP-105.10**

STATEMENT OF CHANGE  
OF REGISTERED AGENT  
AND/OR REGISTERED OFFICE

31589223  
File # D-5272-241-1

(Rev. Jan. 1991)  
George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961  
Remit payment in check or money order, payable to "Secretary of State."

**FILED**  
OCT 23 1991  
GEORGE H. RYAN  
SECRETARY OF STATE

SUBMIT IN DUPLICATE  
This space for use by Secretary of State  
Date 10-28-91  
Filing Fee \$5  
Approved:

- 1. CORPORATE NAME: BRAININ ENTERPRISES, INC. DEPT-01 RECORDING \$13.00  
T54444 TRAN 6484 11/08/91 10:27:00  
#7040 \* -91-589223  
COOK COUNTY RECORDER
- 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 ALFRED L. LEVINSON, Attorney at Law

First Name	Middle Name	Last Name
ALFRED	L.	LEVINSON

Registered Office 1550 North Northwest Highway - Suite 401

Number	Street	Suite No. (A.P.O. Box alone is not acceptable)	City	Zip Code	County
	Park Ridge, Illinois	60068			Cook

4. Name and address of the registered agent and registered office shall be (After All Changes Herein Reported):

Registered Agent ALFRED L. LEVINSON, Attorney at Law

First Name	Middle Name	Last Name
ALFRED	L.	LEVINSON

Registered Office 3166 South River Road - Suite 125

Number	Street	Suite No. (A.P.O. Box alone is not acceptable)	City	Zip Code	County
	Des Plaines, Illinois	60018			Cook

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) 91589223
  - 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 \_\_\_\_\_ 19, \_\_\_\_\_  
(Exact Name of Corporation)

attested by \_\_\_\_\_ by \_\_\_\_\_  
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)  
\_\_\_\_\_  
(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 October 21 19, 91  
(Signature of Registered Agent of Record)

1300  
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91589223

Property of Cook County Clerk's Office

ENCLOSURE