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Form **BCA-5.10**
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DEPT-01 RECORDING \$23.50
T#0008 TRAN 0585 07/21/97 12:00:00
#1355 # VF #-97-524933
COOK COUNTY RECORDER

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-3647

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Date 5/27/97
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STATEMENT OF CHANGE OF REGISTERED AGENT AND/OR REGISTERED OFFICE

FILED

MAY 27 1997

GEORGE H. RYAN
SECRETARY OF STATE

1. CORPORATE NAME: PORTFOLIO RAIL CORPORATION

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	<u>Thomas W. Rissman</u>		
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	<u>6 West Hubbard St., Suite 500</u>		
	<i>Number</i>	<i>Street</i>	<i>Suite No. (A P.O. Box alone is not acceptable)</i>
	<u>Chicago</u>	<u>60610</u>	<u>COOK</u>
	<i>City</i>	<i>Zip Code</i>	<i>County</i>

4. Name and address of the registered agent and registered office shall be (after all changes herein reported):

Registered Agent	<u>Thomas W. Rissman</u>		
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	<u>676 N. Michigan Ave., Suite 2800</u>		
	<i>Number</i>	<i>Street</i>	<i>Suite No. (A P.O. Box alone is not acceptable)</i>
	<u>Chicago</u>	<u>60611</u>	<u>COOK</u>
	<i>City</i>	<i>Zip Code</i>	<i>County</i>



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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)

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. _____ PORTFOLIO RAIL CORPORATION
(Exact Name of Corporation)

attested by _____ by _____
(Signature of Secretary or Assistant Secretary) (Signature of 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 April 9 19. 97 _____
(Signature of Registered Agent of Record)

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; 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 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 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.