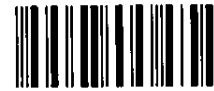


Form **BCA-5.10**
NFP-105.10

**STATEMENT OF CHANGE
OF REGISTERED AGENT
AND/OR REGISTERED OFFICE**



99615596

File # D5880-177-1

JESSE WHITE
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

JUN 14 1999

**JESSE WHITE
SECRETARY OF STATE**

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

17
Date

JUN 14 1999

Filing Fee

\$ 5

Approved: VM

1. CORPORATE NAME: Promo International Corp.

99615596

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2. STATE OR COUNTRY OF INCORPORATION: Illinois

1999-06-25 16:08:19

Cook County Recorder

23-50

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>Paul</u>	<u>M.</u>	<u>Sheridan</u>
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	<u>135</u>	<u>South LaSalle Street</u>	<u>Suite 2500</u>
	<i>Number</i>	<i>Street</i>	<i>Suite No. (A P.O. Box alone is not acceptable)</i>
	<u>Chicago</u>	<u>60603</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>Paul</u>	<u>M.</u>	<u>Sheridan</u>
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	<u>190</u>	<u>South LaSalle Street</u>	<u>Suite 1700</u>
	<i>Number</i>	<i>Street</i>	<i>Suite No. (A P.O. Box alone is not acceptable)</i>
	<u>Chicago</u>	<u>60603</u>	<u>Cook</u>
	<i>City</i>	<i>Zip Code</i>	<i>County</i>

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, _____
(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 March 1 '99 _____

(Signature of Registered Agent of Record)

Paul M. Sheridan