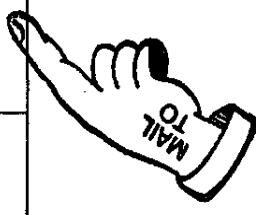


AFTER RECORDING RETURN TO
J. Philmlee, Schwartz & Freeman
Box 57

File # 5834-585-7



Form **BCA-5.10**
NFP-105.10
(Rev. April 1995)

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

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

FILED
DEC 28 1998
GEORGE H. RYAN
SECRETARY OF STATE

This space for use by
Secretary of State
Date 12-28-98
Approved: [Signature]
Remit payment in check or money order,
payable to "Secretary of State."

1. CORPORATE NAME: NDM, Ltd.

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 Judith S. Sherwin
First Name Middle Name Last Name
Registered Office 33 W. Monroe Street, 21st Floor
Number Street Suite No. (A P.O. Box alone is not acceptable)
Chicago 60603 Cook
City Zip Code County

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

Registered Agent Judith S. Sherwin
First Name Middle Name Last Name
Registered Office 401 N. Michigan Ave., Ste. 1900
Number Street Suite No. (A P.O. Box alone is not acceptable)
Chicago 60611 Cook
City Zip Code County

EXPEDITED

DEC 28 1998

SECRETARY OF STATE

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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. NOT APPLICABLE
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 December 10, _____ 19, 98
(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.