



State of Rhode Island and Providence Plantations
Office of the Secretary of State

Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615
Telephone: (401) 222-3040

**Foreign Corporation
Statement of Change of Registered Agent by the Corporation**

(Section 7-1.2-1409 of the General Laws of Rhode Island, 1956, as amended)

SECTION I

The name of the corporation is Grubb & Ellis Affiliates, Inc.

SECTION II

The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island S State is:

222 JEFFERSON BOULEVARD, SUITE 200 WARWICK , RI 02888-

The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Sec is:

PRENTICE-HALL CORP SYSTEM

SECTION III

The address of the NEW registered office is:

No. and Street: 222 JEFFERSON BOULEVARD, SUITE 200

City or Town: WARWICK

State: RI

The name of the NEW registered agent is:

NATIONAL REGISTERED AGENTS, INC

SECTION IV

The appointment of a new registered agent and the new registered office, as the case may be, shall become effective of this statement, or on

(a date not prior to, nor more than 30 days after, filing this statement)

Signed this 9 Day of May, 2008 at 11:50:08 AM. *This electronic signature of the individual or individual this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that the facts stated in this instrument are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

PAUL J. HAGAN, ASSISTANT SECRETARY

Signature of Authorized Officer of the Corporation

Form No. 640
Revised 09/07

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