

A0607804

FILED *NG*
in the office of the Secretary of State
of the State of California

FEB 17 2004

Kevin Shelley
KEVIN SHELLEY, Secretary of State

**AMENDED STATEMENT BY
FOREIGN CORPORATION**

CB RICHARD ELLIS GROUP, INC.

(Name of Corporation)

_____, a corporation organized
and existing under the laws of DELAWARE, and which is presently
(State or Place of Incorporation)

qualified for the transaction of intrastate business in the State of California, makes the
following statement:

That the name of the corporation has been changed to that hereinabove set forth and
that the name relinquished at the time of such change was CBRE HOLDING, INC.

CB RICHARD ELLIS GROUP, INC.

(Name of Corporation)

[Signature]
(Signature of Corporate Officer)

DEAN E. MILLER, VICE PRESIDENT AND
ASSISTANT SECRETARY

(Typed Name and Title of Officer Signing)

Delaware

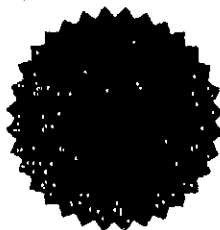
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CBRE HOLDING, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CB RICHARD ELLIS GROUP, INC.", THE THIRTEENTH DAY OF FEBRUARY, A.D. 2004, AT 8:52 O'CLOCK P.M.

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*Harriet Smith Windsor*Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2932751

DATE: 02-17-04