

722594

Monday, February 12, 2001

Ms. Thelma Lewis
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

800003633119--8
-02/05/01--01090--010
*****35.00 *****35.00

Re: Change of Registered Agent / Resignation of prior Agent

Dear Ms. Lewis:


This letter is in response to your letter and Ref. No. 722594, involving Shadowood Village, Inc. First Capital Property Group, Inc. was retained to manage this property on January 1, 2001. The prior management firm was Sentry Management, whose President is James Hart.

In December, 2000, I received the attached copy from The Florida Department of State indicating that Mr. Hart had resigned as Registered Agent. In an attempt to keep the Shadowood Village, Inc. from being dissolved, I am attempting to register as the new agent.

Please advise if you do not show record of the resignation of Mr. Hart.

Thank you.

Sincerely,


David R. Pierce, CCIM CPM CAM
First Capital Property Group, Inc.
Principal

FILED
01 FEB 15 PM 12: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RA change
T. LEWIS FEB 16 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 8, 2001

FIRST CAPITAL PROPERTY GROUP, INC.
602 EAST CHURCH STREET
ORLANDO, FL 32801

SUBJECT: SHADOWOOD VILLAGE, INC.
Ref. Number: 722594

We have received your document for SHADOWOOD VILLAGE, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We are enclosing a computer printout which reflects the registered agent and registered office now on file with this office. Please amend your document accordingly.

The principal address of the corporation is the same as the address of the current registered agent. #2 needs to be completed for the mailing address of the corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 301A00007745

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation : Shadowood Village, Inc.
2. The mailing address of the corporation : 602 E. Church St, Orlando FL 32801

3. Date of incorporation/qualification: February 3, 1972 Document number: 722994

4. The name and address of the current registered agent and office:

James W. Hart, Jr.
Sentry Management, Inc.
2180 W. State Road 434, Suite 5000
Longwood, Fla. 32779

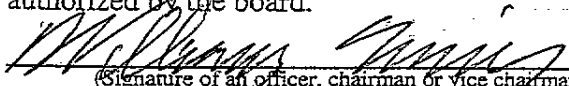
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. The name and address of the new registered agent (if changed) and/or registered office (if changed):
(P. O. Box Not Acceptable)

David R. Pierce
First Capital Property Group, Inc.
602 E. Church St., Orlando FL 32801

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.


Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

1/9/01
(Date)

William Ennis President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Signature of Registered Agent) 1/31/01
(Date)

If signing on behalf of an entity:

David R. Pierce
(Typed or Printed Name) Agent
(Capacity)

*** FILING FEE: \$35.00 ***