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June 7, 2002

MATI INFANTO
(305) 789-7455

FILED
02 JUN 11 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA CERTIFIED MAIL - Return Receipt Requested

Department of State of Florida
c/o Mr. Sean Toner
P.O. Box 6327
Tallahassee, Florida 32314

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--06/12/02--01016--002
*****35.00 *****35.00

Re: *JDM PARTNERS LLC and LEGACY PARTNERS GROWTH FUND LTD.*
(the "Companies")
DOC NOS. L01000022394 and A01000001679

Dear Mr. Toner:

I am enclosing the 2002 Uniform Business Reports (the "Report") for the above Companies along with check no. 2559 in the amount of \$55.00 (Limited Liability Report Fee including certificate of status fee), check no. 2560 in the amount of \$535.00 (Limited Partnership Report Fee and certificate of status fee). Also enclosed is a Statement of Change of Registered Office and Registered Agent form for each Company along with check nos. 30009497 and 30009498 totaling \$60.00 (Change of Registered Agent and Register Office fee).

Because the incorporation date of the Companies is in late December, 2001, the principals of the company were under the impression that they would not need to file a Report for the year 2002. The principals of the Companies confirmed that they never received the 2002 Reports. I ask that you to please accept these Reports at this time without the penalty dues.

AL

Department of State of Florida

June 7, 2002

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Thanking you in advance.

Very truly yours,



Mati Infante
Legal Assistant

/mli

Enclosures. —

cc: Derek A. Schwartz, Esq.

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TALLAHASSEE, FLORIDA

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

To the Secretary of State of the State of Florida:

Pursuant to the provisions of Sections 620, Florida Statutes, the undersigned limited partnership, organized under the laws of the State of Florida, submits the following statement to change its registered office and registered agent, in the State of Florida.

FIRST: The name of the limited partnership is Legacy Partners Growth Fund Ltd.

SECOND: The address of its present registered office is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

THIRD: The address to its new registered office is 201 S. Biscayne Blvd., 28th Floor Suite 2839, Miami, Florida 33131.

FOURTH: The name of its present registered agent is Intrastate Registered Agent Corporation.

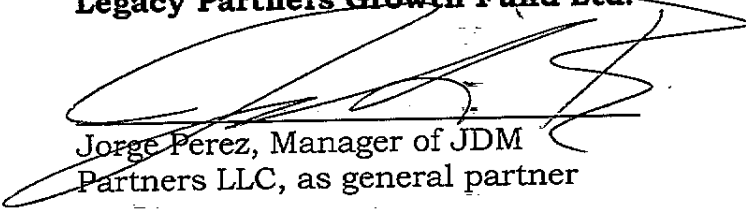
FIFTH: The name of its new registered agent is Jorge Perez.

SIXTH: The address of the limited partnership's registered office and the address of the business office of its registered agent, as changed, will be identical.

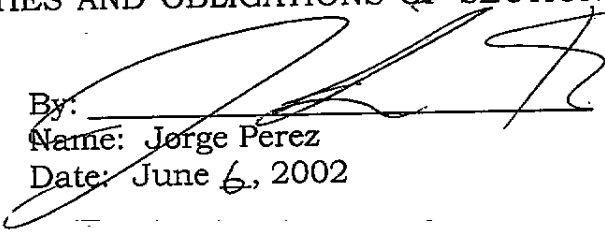
SEVENTH: Such change was authorized by the general partner.

DATED: June 6, 2002

Legacy Partners Growth Fund Ltd.


Jorge Perez, Manager of JDM
Partners LLC, as general partner

THE UNDERSIGNED HEREBY AGREES TO ACT IN THE CAPACITY AS REGISTERED AGENT FOR LEGACY PARTNERS GROWTH FUND LTD., AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF THE DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF SECTION 620, FLORIDA STATUTES.


By: _____
Name: Jorge Perez
Date: June 6, 2002