

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: LOFTON ISLAND HOLDINGS LP
Name of Limited Partnership or Limited Liability Limited Partnership

DOCUMENT NUMBER: A10000000856

The enclosed Statement of Change of Registered Office and/or Registered Agent and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

James A. Stowers, Esq.
Contact Person

Geosam Capital US (Venetian Bay) LP
Firm/Company

424 Luna Bella Lane, Suite 122
Address

New Smyrna Beach, FL 32168
City, State and Zip Code

youngt@armcocap.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Trina Young at (902) 423-4000
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a \$35.00 check made payable to the Florida Department of State.

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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**LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP
STATEMENT OF CHANGE OF REGISTERED OFFICE OR
REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of section 620.1115, Florida Statutes, the undersigned limited partnership or limited liability limited partnership submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. LOFTON ISLAND HOLDINGS LP
Name of Limited Partnership or Limited Liability Limited Partnership

2. 12/23/2010 3. A10000000856
Date of filing/registration in Florida Florida document number

4. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

CORPORATION SERVICE COMPANY
Name

1201 HAYS STREET
Address

TALLAHASSEE, FL 32301-2525
City, State and Zip

5. The name and Florida street address of the new registered agent and/or office:


James A. Stowers, Esq.
Name

424 Luna Bella Lane, Suite 122
Florida street address (P.O. Box not acceptable)

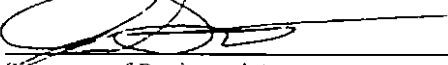
New Smyrna Beach FL 32168
City, State and Zip

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6. Such change(s) is/are effective when filed by the Florida Department of State.


Signature of General Partner

Name: Martin Pham, Manager of Lofton Island GP LLC, the General Partner
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 obligations of my position as registered agent.


Signature of Registered Agent

Filing Fee: \$35.00
Certified Copy (optional): \$52.50