

A 32882

MILAM OTERO LARSEN
DAWSON & TRAYLOR, P.A.

Felicity M. Smith

Writer's Direct Line:
904/398-3555

April 29, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Downtown Tampa Properties, Ltd.

Dear Sir/Madam:

Please find enclosed Statement of Change of Registered Office or Registered Agent form for the above-referenced limited partnership. Also enclosed is a check in the amount of \$35.00 for the filing fee.

Sincerely,

Felicity M. Smith

Felicity M. Smith

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*****35.00 *****35.00

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 7, 1997

Felicity M. Smith
Milam, Otero et al
1301 Riverplace Blvd., Suite 1301
Jacksonville, FL 32207

SUBJECT: DOWNTOWN TAMPA PROPERTIES, LTD.
Ref. Number: A32882

We have received your document for DOWNTOWN TAMPA PROPERTIES, LTD. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please complete the enclosed form to change the registered agent for a limited partnership.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 497A00024114

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

Pursuant to the provisions of Sections 620.105 and 620.1051, Florida Statutes, the undersigned ^{limited} partnership, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

- 1a. The name of the ^{limited} partnership is: Downtown Tampa Properties, Ltd.
- 1b. The mailing address of the ^{limited} partnership is: 13 Whippoorwill Road
Armonk, NY 10504
- 1c. Date of ^{limited} partnership: 4-27-92 Document number: A32882

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

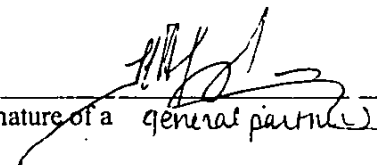
RAX CO., a Florida corporation
c/o Mahoney Adams & Criser, P.A.
50 N. Laura Street, 3400 Barnett Center
Jacksonville, FL 32202

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

MOTOLAW, Inc., a Florida corporation
c/o Milam Otero Larsen Dawson & Traylor, P.A.
1301 Riverplace Boulevard, Suite 1301
Jacksonville, FL 32207

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 ^{General partners.}

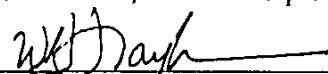

(Signature of a ^{general partner})

Dated: 4.30.97

HOMI GAZDAR, ASST SECY, GEN PART
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated ^{limited partnership} 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.

MOTOLAW Inc., a Florida corporation

By:  Dated: 4/29/97
W. Hamilton Traylor, Vice President

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TALLAHASSEE, FLORIDA