

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Valley Management, L.P.

Name of Limited Partnership or Limited Liability Limited Partnership

DOCUMENT NUMBER: B0600000419

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:

Mark R. Dern

Contact Person

Valley Management, L.P.

Firm/Company

4417 Woodfield Boulevard

Address

Boca Raton, FL 33434

City, State and Zip Code

mark@dermcapital.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mark R. Dern at (561) 883-0740

Name of Contact Person Area Code and Daytime Telephone Number

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

Mailing Address:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**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. Valley Management, L.P.

Name of Limited Partnership or Limited Liability Limited Partnership

2. 10/20/2006

Date of filing/registration in Florida

3. B06000000419

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:

Mark R. Dern

Name

7777 Glades Road, Suite 207A

Address

Boca Raton, FL 33434

City, State and Zip

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

Mark R. Dern

Name

4417 Woodfield Boulevard

Florida street address (P.O. Box not acceptable)

Boca Raton FL 33434

City, State and Zip

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

Myself, President of ~~the~~ Market Corporation, the General Partner
Signature of General Partner at Valley Management, L.P.

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.

myself
Signature of Registered Agent

Filing Fee: \$35.00

Certified Copy (optional): \$52.50