

BA9000000197

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

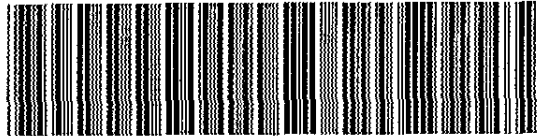
(Business Entity Name)

(Document Number)

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CT CORPORATION

January 3, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5758750 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Windsor at Pembroke Cay Limited Partnership (DE)
Change of Agent
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AND
FILED

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

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 Delaware, submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. Windsor at Pembroke Cay Limited Partnership
Name of the limited partnership

2. 5/18/99 Date of filing/registration in Florida
3. B99000000197 Document number assigned

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

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

5. The name and street address of the successor registered agent and office: (P.O. Box not acceptable)

C T Corporation System
c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

Such change was authorized by the general partners.


Signature of General Partner

12/31/99
Date

Olga Hinkel, VP of Windsor Realty Fund-III B Investors Corp.

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, 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.


Registered Agent signature

Date

TRACI HOUCK
SPECIAL ASSISTANT SECRETARY

Filing Fee: \$35.00

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

INHSE004(3/95)

APPROVED AND FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA