



THE UNITED STATES CORPORATION COMPANY

F98000000118

ACCOUNT NO. : 072100000032

REFERENCE : 047773 5013412

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 35.00

ORDER DATE : December 1, 1998

ORDER TIME : 10:49 AM

ORDER NO. : 047773-005

CUSTOMER NO: 5013412

CUSTOMER: Ms. Kate Williamson
Capreit
11200 Rockville Pike
Suite 100
Rockville, MD 20852

FILED
98 DEC 28 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHANGE OF AGENT

~~900002723209~~ - 0

NAME: CAPREIT OF BISCAYNE
BEACHCLUB, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

98 DEC 28 AM 11:34
SECRETARY OF CORPORATION

Dec 12/28

Florida Department of State, Sandra B. Mortham, Secretary of State

*** FILING FEE: \$35.00 ***

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

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of MARYLAND submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: CAPREIT OF BISCAYNE BEACHCLUB, INC.

2. The mailing address of the corporation is:

11200 Rockville Pike, Rockville, Maryland 20852

3. Date of incorporation/qualification: JANUARY 8, 1998 Document number: F98000000118

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

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324

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

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

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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 board of directors or by an officer so authorized by the board.

[Signature]
(Signature of an officer, chairman or vice chairman of the board)

11/20/98
(Date)

ONCE A. ESPOSITO SA Vice Pres & CFO
(Printed or typed name and title)

11/20/98
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

[Signature]
(Signature of Registered Agent)

12/15/98
(Date)

If signing on behalf of an entity:

Carol K. Dolor Asst V.P.
(Typed or Printed Name)

(Capacity)