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MORRISON & CONROY
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J. THOMAS CONROY, III
BOARD CERTIFIED REAL ESTATE LAWYER
KRISTIN M. CONROY, L.L.M.
DAVID N. MORRISON

TELECOPIER (941) 649-8140

October 25, 1999

Secretary of State
The Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000003028240--4
-10/28/99-01069-008
*****35.00 *****35.00

Re: **Change of Registered Agent**
EdMark VII, L.L.C. , a Florida limited liability company

Dear Sir/Madam:

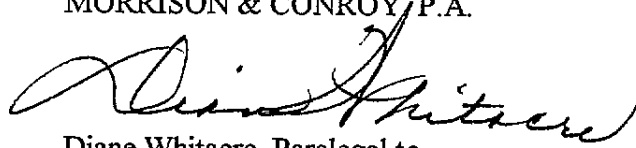
Enclosed please find the original and one copy of a Change of Registered Agent, along with our check in the amount of Thirty-five Dollars (\$35.00), you fee for the filing of this document.

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY P.A.

MJH



Diane Whitacre, Paralegal to
J. Thomas Conroy, III

Encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 28 AM 10:27

Charter No. L99000003373

Date Filed 06/09/99

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 608.416 or 608.508, Florida Statutes, the under-
signed Company, organized under the laws of the State of Florida, submits the following statement for
the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the Company is: EDMARK VII, LLC
4600 St. Croix Lane, Naples, FL 34109

2. The name and address of its present registered agent is:
CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301-2636

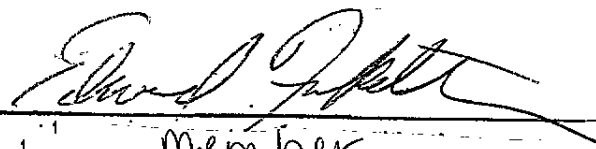
3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)
J. THOMAS CONROY, III
3838 Tamiami Trail North, Ste. 402

Naples, Florida 34103

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its Members

Edward Finkelstein
(Typed or printed name and title)

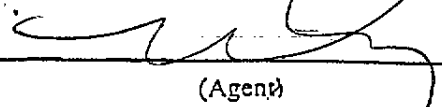
Signature 
Member

Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 28 AM 10:27

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED Company 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 UNDER SECTION , FLORIDA STATUTES.

Please Print/Type Name J. Thomas Conroy, III

Signature 
(Agent)

Date

