

LAW OFFICES
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Please Reply to Florida Office

May 9, 2005

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

**RE: Cilantro Fund Partners, Ltd.
Cilantro Fund Management, LLC
Cilantro Advisors, LLC**

Dear Sir or Madam:

Enclosed herein, please find Certificate of Registered Office Change Form for the above referenced entities along with two file stamped copies.

Also enclosed is one check in the amount of \$85.00 representing the filing fee. Please return file-stamped copies to this office in the enclosed envelope which I have provided.

Should you have any questions, please do not hesitate to contact the undersigned at 888-263-4774.

Very truly yours,


Kristine Cobban

kc
enclosure

FILED
2005 MAY 31 P 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company 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 limited liability company is: Cilantro Fund Management, LLC

2. The mailing address of the limited liability company is : 4249 Centergate Lane, Suite 203,
Orlando, Florida 32814

03-29-04

M04000001187

3. Date of filing/registration in Florida

4. Document number


5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Timothy Sykes
Name
4249 Centergate Lane, Suite 203
Address
Orlando, FL 32814
City, State and Zip

6. The name and address of the new registered agent and/or office:


Timothy Sykes
Name
3210 Downs Cove Road
Address
Florida street address (P.O. Box NOT acceptable)
Windermere FL 34786
City, State and Zip

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.


(Signature of a member or authorized representative of a member)

Timothy Sykes
(Printed or typed name of signee)

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 as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.


(Signature of Registered Agent)

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MAY 11 2004
TALLAHASSEE, FLORIDA
P 1:15

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