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PLEASE REPLY TO CLEARWATER

FILE NO. 38765.097645

January 8, 1998

Secretary of State, Florida
Division of Corporations
Resident Agent Section
P. O. Box 6327
Tallahassee, FL 32314

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-01/12/98--01121--004
*****35.00 *****35.00

Re: CYPRESS LAKES ESTATES III HOMEOWNERS ASSOCIATION, INC.

Dear Sir/Madam

Enclosed is the check of CYPRESS LAKES ESTATES III, INC. along with the form for changing the resident agent and address for the Homeowners Association above described.

If there is any question or problem with this requested change, please contact the undersigned. Otherwise, we will assume that this form has been filed.

Thank you for your assistance.

Very truly yours,

Marie Lee, legal assistant
Enclosures
Toll Free Phone: 1-800-523-1818

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TALLAHASSEE, FLORIDA

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CLEARWATER OFFICE
911 CHESTNUT STREET
POST OFFICE BOX 1368
CLEARWATER, FLORIDA 33757-1368
TELEPHONE: (813) 461-1818
TELECOPIER (813) 441-8617

TAMPA OFFICE
100 NORTH TAMPA STREET
SUITE 1800
POST OFFICE BOX 1100
TAMPA, FLORIDA 33602-5145
TELEPHONE (813) 225-2500
TELECOPIER (813) 223-7118

NAPLES OFFICE
975 SIXTH AVE. S
POST OFFICE BOX 1368
NAPLES, FLORIDA 34102
TELEPHONE: (941) 435-0035
TELECOPIER: (941) 435-9992

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 Florida 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: CYPRESS LAKES ESTATES III HOMEOWNERS ASSOCIATION, INC.

2. The mailing address of the corporation is: c/o Seaboard Arbores Management Services, Inc. 1700 McMullen Booth Rd. Suite C-3, Clearwater, FL 33759

3. Date of incorporation/qualification: July 10, 1997 Document number: N97000003957

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

ROY E. SHAFFER, JR.
1290 Gulf Boulevard, Unit 1508
Clearwater, Florida 33767

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 TALLAHASSEE, FLORIDA

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

LENNARD A. LEIGHTON
1700 McMullen Booth Rd. Suite C-3
CLEARWATER, FLORIDA 33759

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] January 6, 1998
 (Signature of an officer, chairman or vice chairman of the board) (Date)

Linda J. Badillo 1/6/98
 (Printed or typed name and title) (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] January 6, 1998
 (Signature of Registered Agent) (Date)

If signing on behalf of an entity:

 (Typed or Printed Name) (Capacity)

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