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721249

July 13, 1999

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*****35.00 *****35.00

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

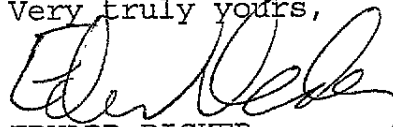
RE: CHANGE OF REGISTERED AGENT FORM FOR
RAPALLO CONDOMINIUM APARTMENTS ASSOCIATION, INC.

To Whom It May Concern:

Enclosed please find an original, fully executed Statement of Change of Registered Agent form for Rapallo Condominium Apartments Association, Inc. Also, enclosed is the firm's check No. 005795, in the amount of \$35.00, to cover the filing fees.

Should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,


EDWARD DICKER
For the Firm

FILED
99 JUL 15 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures
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Florida Department of State, Jim Smith, Secretary of State

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.

1a. The name of the corporation is: RAPALLO CONDOMINIUM APARTMENTS ASSOCIATION, INC.

1b. Date of incorporation 6-28-1971 Document number 721249

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

BECKER & POLIAKOFF, P.A., 500 Australian Avenue South, Suite 900,
West Palm Beach, Florida 33401

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

EDWARD DICKER, ESQUIRE, St. John, Dicker, Caplan, Krivok & Company, P.A.,
500 Australian Avenue South, Suite 600, West Palm Beach, Florida 33401

The street address of its registered agent 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.

Erika P. Bougae

SIGNATURE

7-6-99

DATE

ERIKA P BOUGAE, PRES.

Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

SIGNATURE

Edward Dicker of St John, Dicker & Co
(Registered Agent)

DATE

7/12/99