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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN *JB*
JUL 18 2005

J. BRYAN AUG 29 2005

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Lincoln Palms Properties, LLC
(Name of corporation)

DOCUMENT NUMBER: _____

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Marc Benware
(Name of contact person)

FX Management, Inc
(Firm/Company)

407 Lincoln Road suite 606
(Address)

Miami Beach, FL 33139
(City/state and zip code)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Marc Benware at (305) 534-7474
(Name of contact person) (Area code & daytime telephone number)

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 18, 2005

MARC BENWARE
FX MANAGEMENT, INC.
407 LINCOLN ROAD SUITE 6G
MIAMI BEACH, FL 33139

SUBJECT: LINCOLN PALMS PROPERTIES, LLC
Ref. Number: L04000065722

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for LINCOLN PALMS PROPERTIES, LLC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You completed the wrong form

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 005A00046982

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: Lincoln Palms Properties, LLC
2. The mailing address of the limited liability company is: 381 Park Avenue South
Suite # 1420, New York, NY 10016

3. Date of filing/registration in Florida _____ 4. Document number L04000065722

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:
- Phillips, David Esq
Name
1800 Sunset Harbour Dr # 1410
Address
Miami Beach, FL 33139
City, State and Zip

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TALLAHASSEE, FLORIDA

6. The name and address of the new registered agent and/or office:
- EX Management, Inc.
Name
407 Lincoln Rd Suite # 602
Florida street address (P.O. Box NOT acceptable)
Miami Beach, FL 33139
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 an 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]
(Signature of a member or authorized representative of a member)

Eric Margolis
(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]
(Signature of Registered Agent)

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