

A010000000165

DE LA CRUZ & CUTLER

LAW OFFICES

TWO ALHAMBRA PLAZA • PENTHOUSE II-C

CORAL GABLES, FLORIDA 33134

(City/State/Zip/Phone #)

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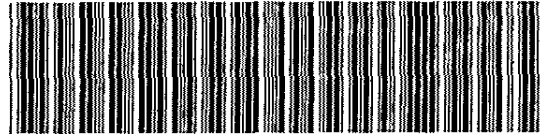
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**LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. ALL HOTELS LTD
Name of the limited partnership

2. 1/31/2001 3. A01000000165
Date of filing/registration in Florida Document number assigned


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

Luis F. De la Cruz, Jr.
95 Merrick Way, Suite 440
Coral Gables, FL. 33134

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

Luis F. De la Cruz, Jr.
Two Alhambra Plaza Penthouse 2-C
Coral Gables, FL. 33134

6. Such change(s) was/were authorized by the general partners.


Signature of General Partner ALL INVESTORS LLC, ALEX CORREA AS MANAGING MEMBER

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. Of, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the limited partnership has been notified in writing of this change.

Signature of Registered Agent

**Make checks payable to Florida Department of State and mail to:
Division of Corporations, P.O. Box 6327, Tallahassee, FL. 32314
Filing Fee: \$35.00**