SECRETARY OF STATE TALLAHASSEE, FLORIDA

1. Entity Name

FLAGLER RETAIL ASSOCIATES, LTD.

Principal Place of Business 1200 BRICKELL AVE., SUIET 1500 MIAMI FL 33131

Mailing Address

1200 BRICKELL AVE., SUIET 1500

MIAMI FL 33131

2. Principal Place of Business Suite, Apt. #, etc. City & State		3. Mailing Address Suite, Apt. #, etc. City & State		I I DETRUK 1614 DOLDA KINDIK DOLAK	DUE BY MAY 1, 2002	
				DUE BY MA		
				4. FEI Number	Applied For Not Applicable	
zip zip	Country	Zip	Country	5. Certificate of Status Desired	\$8.75 Additional	

MILLER, LISHA 1200 BRICKELL AVE., SUIET 1500 MIAM3-FL 33131

1. Name and Address of New Register	eo ag	ent
Name		-
Street Address (P.O. Box Number is Not Acceptable) 1200 Brickell Hve, Suite 15	00	
City	- - -	Zip Code

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.	
E SIGNATURE	
Signature, typed or printed name of registered agent and title if applicable.	DATE

9. Capital Contributions as Shown on record.

\$100.00

6. Name and Address of Current Registered Agent

10. Amount of Capital Contributions in FLORIDA to date. 41, 920,000

11. MAKE CHECK PAYABLE TO DEPT. OF STATE SEE REVERSE SIDE FOR FEE INFORMATION

A GENERAL PARTNER THAT IS A BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

NOTE: General Partners MAY NOT be changed on the form; an amendment must be filed to change a general partner.						
12.	GENERAL PARTNER INFORMATION	13.	ADDRESS CHANGES ONLY			
DOCUMENT # NAME STREET ADDRESS	P01000056576 FLAGLER RETAIL INC.	STREET ADDRESS	526.25			
STREET ADDRESS CITY-ST-ZIP 1200 BRICKELL AVE., SUIET 1500 MIAMI FL 33131		CITY-ST-ZIP				
DOCUMENT # NAME ≈STREET-ADDRESS*		STREET ADDRESS				
CITY-ST-ZIP		CITY-ST-ZIP				
DOCUMENT # NAME STREET ADDRESS		STREET ADDRESS	4000066587342 -07/25/0201037027			
CITY-ST-ZIP		CITY-ST-ZIP	****576.25 *****526.25			
DOCUMENT # NAME STREET ADDRESS		STREET ADDRESS				
CITY-ST-ZIP		CITY-ST-ZIP				
DOCUMENT # NAME 3 STREET ADDRESS		STREET ADDRESS				
CITY-ST-ZIP		CITY-ST-ZIP				
DOCUMENT # NAME STREET ADDRESS		STREET ADDRESS				
CITY-ST-ZIP		CITY-ST-ZIP				

I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i). Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a General Partner of the limited partnership or the receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes

SIGNATURE

Flagler Retail Inc. 4/12/02