



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

Pursuant to the provisions of section 620.1115, Florida Statutes, the undersigned limited partnership or limited liability limited partnership submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. Toll FL III Limited Partnership  
Name of Limited Partnership or Limited Liability Limited Partnership
2. 07/11/2003 3. A03000001000  
Date of filing/registration in Florida Florida document number


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

C T CORPORATION SYSTEM  
Name  
1200 SOUTH PINE ISLAND ROAD  
Address  
PLANTATION, FL 33324  
City, State and Zip

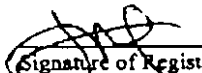
5. The name and Florida street address of the new registered agent and/or office:

United Agent Group Inc.  
Name  
11380 Prosperity Farms Road #221E  
Florida street address (P.O. Box not acceptable)  
Palm Beach Gardens FL 33410  
City, State and Zip

6. Such change(s) is/are effective when filed by the Florida Department of State.

 Jon-Michael Sanchez, Attorney-in-Fact  
Signature of General Partner

*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.*

 Jon-Michael Sanchez, Special Secretary  
Signature of Registered Agent

Filing Fee: \$35.00  
Certified Copy (optional): \$52.50