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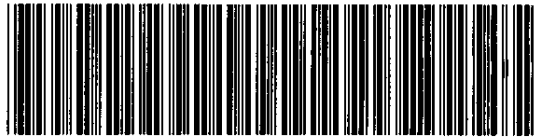
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**COVER LETTER**

**TO:** Registration Section

Division of Corporations

**SUBJECT:** Gries Investment Parallel Fund II, L.P.

(Name of Limited Partnership or Limited Liability Limited Partnership)

**DOCUMENT NUMBER:** A07000001112

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

Please return all correspondence concerning this matter to:

Robert D. Gries, Jr.

(Contact Person)

Gries Investment Parallel Fund II, L.P.

(Firm/Company)

4830 W. Kennedy Blvd., Suite 445

(Address)

Tampa, Florida 33609

(City, State and Zip Code)

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For further information concerning this matter, please call:

Robert D. Gries, Jr.

(Name of Contact Person)

at ( 813 ) 902-9038

(Area Code and Daytime Telephone Number)

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

**STREET ADDRESS:**

Registration Section

Division of Corporations

Clifton Building

2661 Executive Center Circle

Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section

Division of Corporations

P. O. Box 6327

Tallahassee, FL 32314

INHS04 (01/06)

**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. Gries Investment Parallel Fund II, L.P.

Name of Limited Partnership or Limited Liability Limited Partnership

2. September 25, 2007

Date of filing/registration in Florida

3. A07000001112

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:

Lina Angelici, Esq.

Name

One Tampa City Center, Ste. 3200

Address

Tampa, Florida 33602

City, State and Zip

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

Robert D. Gries, Jr.

Name

4830 W. Kennedy Blvd., Suite 445

Florida street address (P.O. Box not acceptable)

Tampa, FL 33609

City, State and Zip

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

  
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.*

  
Signature of Registered Agent

**Filing Fee: \$35.00**

**Certified Copy (optional): \$52.50**

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