

Roosa, Sutton, Burandt & Adamski

Attorneys and Counselors at Law

Richard V.S. Roosa
Larry D. Sutton
Robert B. Burandt
Robert C. Adamski
Ty G. Roland

1714 Cape Coral Parkway
Cape Coral, Florida 33904

Telephone: (941) 542-4733

Facsimile: (941) 542-9203

A15498

May 23, 1997

Florida Department of State
Division of Corporations
Attn: Amendments
Post Office 6327
Tallahassee, FL 32314

800002194438--6
-05/29/97--01037-016
***175.00 ***35.00

Re: Al-Gulf Associates Limited Partnership
Al-Colonial Associates Limited Partnership
Morse Shores Center Associates, Ltd.
Foxmoor Center Associates, Ltd.
Riverdale Center Associates, Ltd.

Dear Sir or Madam:

Enclosed please find five Limited Partnership Statements of Change of Registered Office and Agent for the above-referenced partnerships along with our check in the amount of \$175.00 to file same. Please forward your acknowledgment to me at your earliest convenience.

Sincerely yours,

R.B. Burandt

Robert B. Burandt

Stamped in Mr. Burandt's absence to avoid delay.

RBB:kn
Enclosures

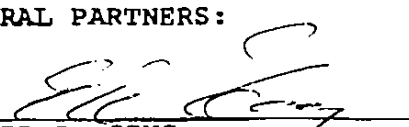
WJ
A15-2198
KACH
12/28/97
12/28/97

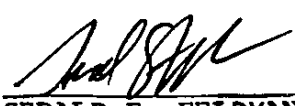
**LIMITED PARTNERSHIP STATEMENT OF
CHANGE OF REGISTERED OFFICE AND AGENT**

Pursuant to the provisions of §620.105 and §620.1051, Florida Statutes, the undersigned limited partnership organized under the laws of the State of Florida submits the following statement in order to change its registered office and registered agent in the State of Florida.

1. The name of the limited partnership is:
AL-GULF ASSOCIATES LIMITED PARTNERSHIP
2. The date of filing/registration in Florida is:
10/12/83
3. Document number assigned:
A15498
4. The name and address of the present registered agent and office:
**Michael J. Aranson
575 Sandpiper Way
The Sanctuary
Boca Raton, FL 33431**
5. The name and address of the successor registered agent and office:
**Robert B. Burandt, Esquire
1714 Cape Coral Parkway
Cape Coral, FL 33904**
6. Such change was authorized by the general partners.

GENERAL PARTNERS:


EDWARD D. GING


GERALD E. FELDMAN

DATE: 5-20-97

DATE: 5-20-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.


ROBERT B. BURANDT, ESQUIRE