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August 29, 2001



Division of Corporations George Firestone Building 409 East Gaines Street Tallahassee, FL 32301

To Whom It May Concern:

Via Hand Delivery

Enclosed for filing, please find STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS, along with a check in the amount of \$35.00 for the applicable filing fees for the following entity:

Sterling Palms, Ltd.

Document Number: A9600000327

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Jill W. May, Paralegal

ORLANDO

/jwm Enclosure

CLERMONT

DIVISION OF CORPORATION



# LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED AGENT OR REGISTERED OFFICE OF STERLING PALMS, LTD.

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 in the State of Florida:

1. The name of this Limited Partnership is:

#### STERLING PALMS, LTD.

2. Date of filing/registration in Florida is:

### February 14, 1996.

3. Document number assigned is:

#### A96000000327

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

James Balletta 215 North Eola Drive Orlando, Florida 32802

5. The name and address of the registered agent is to be changed to:

James Balletta 301 E. Pine Street, Suite 1400 Orlando, Florida 32801

6. Such change in the Partnership's resident agent and registered office were authorized by the General Partners of the Limited Partnership.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Change this day of Output, 2001.

STERLING PALMS, INC., a Florida

Corporation, General Partner/

James Balletta, Vice Presiden

039087/56452/467879

## ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as registered agent of STERLING PALMS, LTD., and agree to act in this capacity. I further agree to comply with the provisions of all statues 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. I hereby confirm that the limited partnership has

been notified in writing of this change.