

**LEFKOWITZ & BLOOM, P.A.**

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A97000001324

March 27, 2001

Secretary of State  
Bureau of Corporate Records  
Attention: Corporations Division  
Post Office Box 6327  
Tallahassee, Florida 32314

900003929219--9  
-03/29/01-01056--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Rao Family Partnership, Ltd.

Dear Sir or Madam:

Enclosed for filing is the Limited Partnership Statement of Change of Registered Office or Registered Agent, Or Both in connection with the above-referenced limited partnership.

Also enclosed is a check in the amount of \$35.00 to cover the fee for filing the Statement of Change of Registered Agent.

If you have any questions in connection with this matter, please feel free to call.

Yours very truly,



Ivan M. Lefkowitz

IML:sr  
Enclosures  
cc: Mrs. Rosemarie O'Shaughnessy

5c

FILED  
01 MAR 29 AM 8:34  
TALLAHASSEE, FLORIDA

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

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 or registered agent, or both, in the state of Florida.

1. RAO FAMILY PARTNERSHIP, Ltd.

Name of the limited partnership

2. 06/19/1997  
Date of filing/registration in Florida

3. A97000001324

Document number assigned

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

HARP, HARRY E. CPA, c/o CUTHILL & EDDY, LLP  
Name

1031 West Morse Boulevard, Suite 200  
Address

Winter Park, Florida 32789-3750  
City, State and Zip

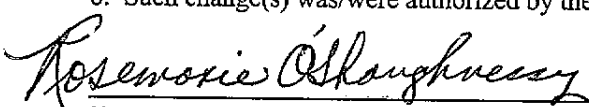
5. The name and address of the new registered agent and/or office:

Rosemary O'Shaughnessy  
Name

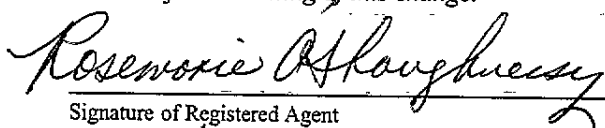
1710 Peach Street  
Florida street address (P.O. Box not acceptable)

Kissimmee, FL 34746  
City, State and Zip

6. Such change(s) was/were authorized by the general partners.

  
Signature of General Partner ROSEMARY O'SHAUGHNESSY, as President  
of Rao Holdings, Inc.

*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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the limited partnership has been notified in writing of this change.*

  
Signature of Registered Agent  
Rosemary O'Shaughnessy

Make checks payable to Florida Department of State and mail to:  
Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314  
Filing Fee: \$35.00

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TALLAHASSEE, FLORIDA