

Pembroke Commons, Ltd.

121 Alhambra Plaza
Penthouse I, Suite 1600
Coral Gables, Florida 33134

A970000001722

September 16, 2002

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Document No. A97000001722

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-09/30/02--01041--013
*****35.00 *****35.00

MJH

Dear Madam or Sir:

Enclosed please find a "Limited Partnership Statement of Change of Registered Agent and Office" and a fee in the amount of Thirty-Five Dollars and no cents (\$35.00) we are submitting for filing.

In addition, we would like to request your assistance in updating our mailing address. Our previous letter gave the address incompletely as "Penthouse I". The address should read:

Principal Address of Corporation: 121 Alhambra Plaza
Penthouse I, Suite 1600
Coral Gables, FL 33134

Mailing Address of Corporation: 121 Alhambra Plaza
Penthouse I, Suite 1600
Coral Gables, FL 33134

If you have any further questions regarding this matter please contact Robert Hunter at 305-476-2619.

Very truly yours,

M. Noël Connors, Treasurer

SECRETARY OF STATE
TALLAHASSEE FLORIDA

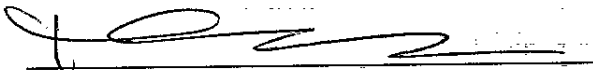
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**LIMITED PARTNERSHIP STATEMENT OF CHANGE OF
REGISTERED AGENT AND REGISTERED OFFICE**


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 agent and registered office in the state of Florida.

1. Name of the limited partnership: Pembroke Commons, Ltd.
2. Date of filing/registration in Florida: 08/07/1997
3. Document number assigned: A97000001722
4. Name and address of the present registered agent and office: Rentz, R. Larry
1000 Brickell Avenue, Suite 1200
Miami, FL 33131
5. Name and street address of the successor registered agent and office: Rentz, R. Larry
121 Alhambra Plaza, PH I, Suite 1600
Coral Gables, FL 33134
6. Such changes were authorized by the general partner.



M. Noël Connors, Treasurer of the 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. 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.



R. Larry Rentz, Registered Agent

September 23, 2002

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TALLAHASSEE FLORIDA