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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Old Mill ~~LLC~~ Ltd

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED
AGENT FOR OLD MILL, LTD.

Pursuant to the provisions of Section 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, or both, in the State of Florida.

1. The name of the limited partnership is OLD MILL, LTD.
2. The name and address of the current registered agent and office: Mark T. Farrell, 3030 Hartley Road, Jacksonville, Florida 32257.
3. The name and address of the new registered agent and office: James E. Bedsole, 1750 Highway A1A South, Suite B, St. Augustine, FL 32084


The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by the General Partner of the limited partnership.

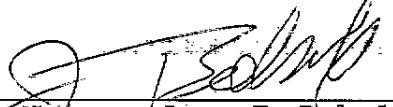
Dated: August 1, 1999

OLD MILL, LTD., a Florida
limited partnership (formerly
known as Vestcor Fund IX, Ltd.)

BY: Old Mill, Inc.

BY: 
Howard W. Mizello
Its President

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.


Print Name: James E. Bedsole

Date: August 9, 1999

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