



THE UNITED STATES
CORPORATION
COMPANY

A9 7000002654

ACCOUNT NO. : 072100000032

REFERENCE : 315250 4332362

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia P. [signature]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 22 PM 1:42

ORDER DATE : July 21, 1999

ORDER TIME : 11:24 AM

ORDER NO. : 315250

800002938738--0

CUSTOMER NO: 4332362

CUSTOMER: Jean Harrison, Paralegal
Brownstein Hyatt & Farber,
410 17th Street, 22nd Floor

Denver, CO 80202

CHANGE OF AGENT

NAME: TEMPUS RESORTS INTERNATIONAL,
LTD.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

RECEIVED
99 JUL 22 PM 12:01
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B/K
7/22/99

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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. Tempus Resorts International, Ltd.

Name of the limited partnership

2. 12-9-97

Date of filing/registration in Florida

3. A97000002654

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:

CT Corporation System

Name

1200 South Pine Island Road

Address

Plantation, Florida 33324

City, State and Zip

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

Corporation Service Company

Name

1201 Hays Street

Florida street address (P.O. Box not acceptable)

Tallahassee, FL 32301

City, State and Zip

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

AP/Tempus, LLC, as General Partner

By: [Signature]

Signature of General Partner

Roger Farwell, President

I hereby accept the appointment as registered agent and agree to act in this capacity. If 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.

Corporation Service Company

By: [Signature]

Signature of Registered Agent

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

Filing Fee: \$35.00