

A980000000136

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CORPORATIONS  
ALABAMA, FLORIDA

2004 SEP -1 PM 4:23  
CORPORATIONS  
ALABAMA, FLORIDA

J. BRYAN SEP -2 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 862334 4338458

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : August 25, 2004

ORDER TIME : 3:27 PM

ORDER NO. : 862334-080

CUSTOMER NO: 4338458

CUSTOMER: Ms. Terri Denoncourt  
Ocwen Financial Corporation  
The Forum  
1675 Palm Beach Lakes Blvd.  
West Palm Beach, FL 33401

CHANGE OF AGENT

NAME: NHPAHP FALLS-STERLING LIMITED  
PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX        PLAIN STAMPED COPY

CONTACT PERSON: Justin Cheshire -- EXT#

EXAMINER: \_\_\_\_\_

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ALLIANCE SE, FLORIDA  
CORPORATIONS

**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. NHPAHP FALLS-STERLING LIMITED PARTNERSHIP  
Name of the limited partnership

2. 01/14/1998  
Date of filing/registration in Florida

3. A98000000136  
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:

John R. Erbey  
Name

1675 Palm Beach Lakes Blvd.  
Address

West Palm Beach, FL 33401  
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

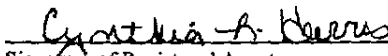
6. Such change(s) was/were authorized by the general partners.

  
Signature of General Partner

Kevin J. Wilcox, Secretary of Ocwen Federal Bank FSB

*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.*

Corporation Service Company

  
Signature of Registered Agent

**Cynthia L. Harris**  
**as its agent**

**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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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA