

A98000000509

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October 5, 1999

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

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-10/07/99--01073--012
*****70.00 *****35.00

Re: Change of Address for Registered Agent

Dear Sir or Madam:

Enclosed please find one original and one copy of the following documents changing the address of the registered agent:

1. Limited Partnership Statement of Change for La Place Du Soleil Limited Partnership; and
2. State of Change of Registered Office or Registered Agent for La Place Du Soleil, Inc.

Please file the originals, date-stamp the copies and return the copies to me in the enclosed envelope. Also enclosed is our firm's check in the amount of \$70, representing the filing fees for both documents.

Should you have any questions regarding these changes, please do not hesitate to call me. Thank you for your assistance in this matter.

Very truly yours,

Carmen M. Zopf

Carmen M. Zopf
Legal Assistant

Enclosures

cc: Robert H. Williams, Jr., Esq.
John H. Hough, Esq.

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SECRETARY OF STATE
FLORIDA

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| Name | 10-12 |
| Availability | |
| Document | |
| Exhibit | |
| Update | |
| Index | |
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**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. LA PLACE DU SOLEIL LIMITED PARTNERSHIP
Name of the limited partnership

2. 02/24/1998 3. A98000000509
Date of filing/registration in Florida 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 H. Hough
Name
c/o Duane, Morris & Heckscher, LLP
777 South Flagler Drive, Suite 800-W
Address
West Palm Beach, FL 33401
City, State and Zip

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

John H. Hough
Name
Duane, Morris & Heckscher, LLP
249 Royal Palm Way, Suite 403
Florida street address (P.O. Box **not** acceptable)
Palm Beach, FL 33480
City, State and Zip

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

William S. Brayfield, Jr.
Signature of 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.

[Signature]
Signature of Registered Agent

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314
Filing Fee: \$35.00

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99 OCT -7 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FL 32314