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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 828911 4319460

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : July 30, 2004

ORDER TIME : 10:12 AM

ORDER NO. : 828911-010

CUSTOMER NO: 4319460

CUSTOMER: Nancy Bruski, Legal Asst
Duane, Morris LLP
37th Floor
One Liberty Place
Philadelphia, PA 19103-7396

CHANGE OF AGENT

NAME: LA PLACE DU SOLEIL LIMITED
PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Justin Cheshire -- EXT# 2909

EXAMINER: _____

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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. 2/24/98 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
c/o Duane Morris Neckscher LLP
249 Royal Palm Way, Suite 403
Address
Palm Beach, FL 33480
City, State and Zip

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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.

La Place du Soleil, Inc.

By Edmond W. [Signature]
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.

Corporation Service Company

[Signature]
Signature of Registered Agent
Elizabeth R. Konieczny

**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**