

A98000002467

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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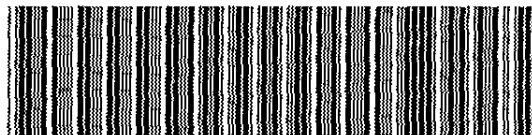
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN DEC 9 2002

**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. LNR Harbor Fund Limited Partnership No. VIII

Name of the limited partnership

2. 10/29/98

Date of filing/registration in Florida

3. A98000002467

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:

LNR Harbor Fund GP VIII, Inc.

Name

760 NW 107th Avenue, Suite 300

Address

Miami, Florida 33172

City, State and Zip

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

LNR Harbor Fund GP VIII, Inc.

Name

1601 Washington Avenue, 8th Floor

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

Miami Beach

FL 33139

City, State and Zip

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

LNR Harbor Fund GP VIII, Inc., a Florida corporation, its general partner

By:

Signature of General Partner Shelly L. Rubin, Vice President

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 of Registered 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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TALLAHASSEE, FLORIDA

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