



WEBSTER
& PARTNERS, P.L.

ATTORNEYS AND BUSINESS CONSULTANTS

LEGAL SERVICES
COMMERCIAL BANKING

A99 00000 1042

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30 October 2001

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

900004662639--7
-11/01/01--01047--001
*****60.00 *****25.00

Re: Change of Registered Agent for
Merlin of Orlando, Inc. and Gallery at Avalon Island, Ltd.

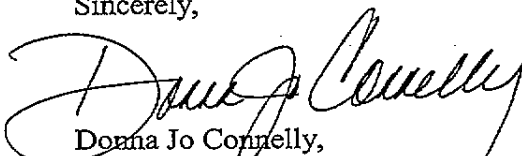
Ladies and Gentlemen:

Enclosed for filing are the following *original* documents:

1. Limited Partnership Statement of Change of Registered Office or Registered Agent, or Both (Gallery at Avalon Island, Ltd.);
2. Statement of Change of Registered Office or Registered Agent, or Both for Corporations (Merlin of Orlando, Inc.);
3. Corporate check #1557 in the amount of \$60 from Guinevere's, representing the filing fees for same.

Should you have any questions, please feel free to contact the undersigned. Thank you for your courtesies.

Sincerely,


Donna Jo Connelly,
Assistant to DAVID A. WEBSTER

Enclosures

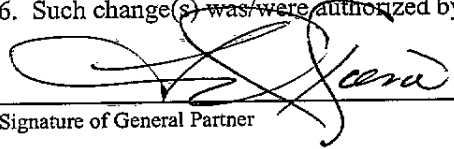
FILED
01 NOV - 1 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A99-1042
10450
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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. Gallery at Avalon Island, Ltd.
Name of the limited partnership
2. 6/28/99
Date of filing/registration in Florida
3. A990000001042
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:
Motolaw, Inc.
Name
413 Virginia Drive
Address
Orlando, FL 32803
City, State and Zip
5. The name and address of the new registered agent and/or office:
W & P Services, Inc.
Name
1936 Lee Road, Suite 101
Florida street address (P.O. Box **not** acceptable)
Winter Park FL 32789
City, State and Zip
6. Such change(s) was/were authorized by the general partners.


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 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**

FILED
01 NOV - 1 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA