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Attorneys and Counselors

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April 4, 2000

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MJH

via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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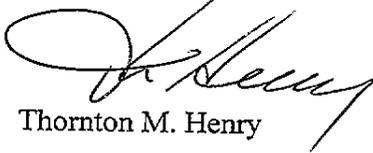
Re: **CAPELLA LIMITED PARTNERSHIP - STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Dear Sir/Madam:

Enclosed please find the original and one copy of the above-referenced form for CAPELLA LIMITED PARTNERSHIP. Please return one copy for our records. Also enclosed is the \$35.00 filing fee for this change. If you have any questions please contact me at the telephone number above.

Sincerely,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.


Thornton M. Henry

Enclosures
TMH/fsb

NADED\20427-1\REG AGENT CHANGE LTR TO STATE.wpd

00 MAY 22 AM 9:05
STATEMENT OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 13, 2000

THORNTON M. HENRY
JONES FOSTER JOHNSTON & STUBBS, P.A.
POST OFFICE BOX 3475
WEST PALM BEACH, FL 33402-3475

SUBJECT: CAPELLA LIMITED PARTNERSHIP
Ref. Number: A99000001695

We have received your document for CAPELLA LIMITED PARTNERSHIP and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application submitted is to change the Registered Agent for a Corporation, however, CAPELLA LIMITED PARTNERSHIP is a Limited Partnership, also, R.C.A. SOUTHEAST, INC. is typed above the General Partners signature, however, this corporation is not the General Partner, please remove this corporations name from the signature area.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 900A00020447



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 3, 2000

THORNTON M. HENRY
JONES FOSTER JOHNSTON & STUBBS, P.A.
POST OFFICE BOX 3475
WEST PALM BEACH, FL 33402-3475

SUBJECT: CAPELLA LIMITED PARTNERSHIP
Ref. Number: A99000001695

We have received your document for CAPELLA LIMITED PARTNERSHIP and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

You have submitted a Registered Agent change for a Corporation, however, Capella Limited Partnership is NOT A CORPORATION, therefore, you must complete the attached application to change the Registered Agent for a Limited Partnership. The Registered Agent for Capella Limited Partnership cannot be changed until the correct application is completed and returned to us.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 900A00020447

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 organized under the laws of the state of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. Capella Limited Partnership
Name of the limited partnership
2. October 15, 1999 3. A99000001695
Date of filing/registration in Florida Document number assigned

4. The name and address of the present registered agent and office:

David E. Dreyer
505 South Flagler Drive, Suite 1100
West Palm Beach, FL 33401

5. The name and street address of the successor registered agent and office: (P.O. Box not acceptable)

Thornton M. Henry
505 South Flagler Drive, Suite 1100
West Palm Beach, FL 33401

00 MAY 22 AM 9:05
DIVISION OF CORPORATIONS

Such change was authorized by the general partners.

Carleton H. Sheets
Signature of General Partner

5/16/00
Date

Carleton H. Sheets

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, 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 obligation of my position as registered agent.

Thornton M. Henry
Registered Agent signature

5/18/00
Date

Filing Fee: \$35.00

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