

Division of Corporations

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Florida Department of State FEB -3 A 9:03

Division of Corporations
Public Access System

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : C F CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

REGISTERED AGENT CHANGE

BRANDON CREEK APARTMENTS, LIMITED

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

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**LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP
STATEMENT OF CHANGE OF REGISTERED OFFICE OR
REGISTERED AGENT, OR BOTH**

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 620.1115, Florida Statutes, the undersigned limited partnership or limited liability limited partnership submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. Brandon Creek Apartments, Limited
Name of Limited Partnership or Limited Liability Limited Partnership

2. 11/29/1999 Date of filing/registration in Florida
3. A99000001980 Florida document number

4. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

CLIFFORD I. HERTZ, P.A.
Name
ONE NORTH CLEMATIS ST., SUITE 500
Address
WEST PALM BEACH FL 33401
City, State and Zip

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

CT Corporation System
Name
1200 South Pine Island Road
Florida street address (P.O. Box not acceptable)
Plantation FL 33324
City, State and Zip

6. Such change(s) is/are effective when filed by the Florida Department of State.

[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.

[Signature] **Scott M. Dallenbach**
Signature of Registered Agent Special Assistant Secretary

Filing Fee: \$35.00
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Dinesh Davar, Authorized Representative of the partnerships set forth on the attached list consisting of 12 pages, (the "Partnerships") each organized under the laws of the state set forth next to its name, does hereby appoint Paul Foreman as attorney-in-fact and also, does hereby appoint Sonni Dellenbach as attorney-in-fact for the Partnerships to act for the Partnerships and in the Partnerships' name for the limited purposes authorized herein.

The Partnerships, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to file change of agent forms, name change amendment forms and documents of similar import, in any state, county, circuit court or local jurisdiction.

This Power of Attorney expires upon the earlier of March 31, 2006 or when revoked by the Partnerships.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 22nd day of December, 2005.



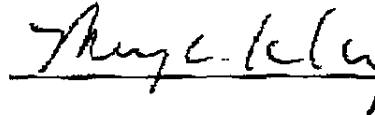
Dinesh Davar, Authorized Representative

State of CALIFORNIA)
County of ORANGE) "

On December 22, 2005, before me, Mary L. Kelly, Notary Public, personally appeared Dinesh Davar, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.





Mary L. Kelly

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ENTITY	JURISDICTION	Formation/Qual Date	State ID
Brandon Creek Apartments, Limited (FL)	FL	11/29/1999	A99000001980
LNR Harbor Fund Limited Partnership No. IX (FL)	FL	10/29/1998	A98000002466
LNR Harbor Fund Limited Partnership No. VIII (FL)	FL	10/29/1998	A98000002467
River Oaks Housing Partners Limited (FL)	FL	11/4/1999	A99000001811

OFFICE OF STATE
TALLAHASSEE, FLORIDA