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Division of Corporations

CORPORATION SYSTEM

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B04000000384

Florida Department of State
Division of Corporations
Public Access System

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Division of Corporations
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From:

Account Name : C T CORPORATION SYSTEM
Account Number : PCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

B04-384**REGISTERED AGENT CHANGE****KTTI OPERATIONS THOUSAND TRAILS, LIMITED PARTNERSHIP**

Certificate of Status	0
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Page Count	03
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DIVISION OF CORPORATIONS

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CTCORPORATIONSYSTEM

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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. Thousand Trails, LP
Name of the limited partnership
2. 08/31/2004
Date of filing/registration in Florida
3. B04000000384
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:
Corporation Service Company
Name
1201 Hays Street
Address
Tallahassee, FL 32301
City, State and Zip
5. The name and address of the new registered agent and/or office:
C T 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) 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

Michael E. Jones
Assistant Secretary

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

DTH204(9/98)

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STATE OF TEXAS }

COUNTY OF COLLIN }

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Kenneth E. Hendrycy, the Vice President and Counsel of Thousand Trails, L.P. ("the Corporation"), a Limited Partnership under the laws of the State of Delaware, and of the subsidiary entities shown on the list appended hereto does hereby appoint Kim Baggett and Michael Jones as attorney-in-fact for the Corporation and for the subsidiary entities to act for the Corporation and for the subsidiary entities and in the name of the Corporation and of the subsidiary entities for the limited purposes authorized herein.

The Corporation and the subsidiary entities, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Corporation's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any state as reflected on the attachment on or about June 1, 2005.

The execution of any documents necessary for the purposes set forth herein, Kim Baggett shall exercise the power of Vice President and Michael Jones shall exercise the power of Secretary.

This Power of Attorney expires when revoked by Kenneth E. Hendrycy or on December 31, 2005 whichever first occurs.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 4th day of February, 2005.

Thousand Trails, L.P.

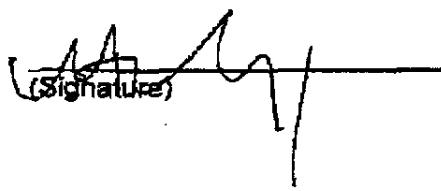
(The Corporation)

Kenneth E. Hendrycy

(Name)

Vice President & Counsel

(Title)


(Signature)Subscribed and sworn to before me this 4th day of February, 2005.Patricia TschirhartCommission Expires: 4-16-05

Notary Public

