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Quarles & Brady

August 31, 1998

B97000000253

Florida Department of State
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

Re: Change of Registered Agent

100002632361--7
-09/04/98--01086--015
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Change of Registered Agent form for each of the following corporations:

1. Southstar Management, Inc.
2. 2825 Corp.
3. 2825 Winkler Limited Partnership

In addition, enclosed please find three (3) separate checks, all in the amount of THIRTY-FIVE AND NO/100 DOLLARS (\$35.00), which covers the filing fee for each corporation. Accordingly, please file the Change of Registered Agent forms and acknowledge receipt of same by date/file stamping the enclosed copies and returning same to us in the self-addressed, prepaid envelope provided herein.

If you have any questions or require additional information, please do not hesitate to contact the undersigned. Thank you for your assistance.

Very truly yours,

QUARLES & BRADY

Jacquie Brookings
Jacquie Brookings
Legal Assistant

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98 SEP-4 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/jdb

Enclosures

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SEP 1 0 1998

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

PURSUANT TO §§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. The name of the limited partnership is **2825 WINKLER LIMITED PARTNERSHIP.**
2. The date of filing/registration in Florida is **May 29, 1997.**
3. The Document Number assigned is **B97000000253**
4. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State is **CT Corporation System, 1200 South Pine Island Road,, Plantation, Florida 33324.**
5. The name and address of the *new* registered agent and the registered office address is ***Florida-Lawdock, Inc. located at 222 Lakeview Avenue, Fourth Floor, P.O. Box 3188, West Palm Beach, Florida 33402-3188.***
6. Such change was authorized by the general partners.

2825 CORP., the General Partner
of 2825 Winkler Limited Partnership


By: 
Martin H. Pechter, President

Date: August 28, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

FLORIDA-LAWDOCK, INC.,
Registered Agent

By: 
NED R. NASHBAN
Vice President and Secretary

Date: August 31, 1998

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