

08/10/2004 10:10 FAX

Division of Corporations

001

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F00000003946

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)205-0380
From: Eliza J. Bardin
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 540-2699

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ALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

REGISTERED AGENT CHANGE

CLUBESSENTIAL, INC.

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**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: clubessential, inc.
2. The principal office address: 450 S. Orange Avenue Orlando, FL 32801
3. The mailing address (if different): PO Box 4920 Orlando, FL 32802
4. Date of incorporation/qualification: 07/14/2000 Document number: F00000003946
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

CT CORPORATION SYSTEM

1200 SOUTH PINE ISLAND ROAD

PLANTATION FL 33324

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Linda A. Scarcelli

450 S. Orange Avenue

(P.O. Box NOT acceptable)

Orlando, FL 32801

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

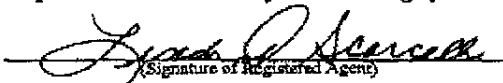
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.


(Signature of director or officer)

Barry A.N. Bloom, Senior Vice President

(Printed or typed name and title)

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.


(Signature of Registered Agent)

8-10-04

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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