F99000005397

Florida Department of State
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DIVISION OF CORPORATIONS

REGISTERED AGENT CHANGE

INDEPENDENCE PARK LAND 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: INDEPENDENCE PARK LAND INC.
2. The principal office address: C/O JP MORGAN CHASE BANK 4900 MEMORIAL PARKWAY, 1ST FLOOR TAMPA FL 33634
3. The mailing address (if different):
4. Date of incorporation/qualification: 10/21/1999 Document number: F99000005397
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

NUCCIO, VINCENT L JR
305 SOUTH BOULEVARD
TAMPA FL 33606

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TALLAHASSEE, FLORIDA

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

C T Corporation System
c/o C T Corporation System, 1200 South Pine Island Road
(P.O Box NOT acceptable)
Plantation, Florida 33324

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 an officer or director) Michael Mitchell, Attorney in Fact (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.

C T Corporation System
By: (Signature of Registered Agent) 5-2-07 (Date)

If signing on behalf of an entity:

Melissa Fox
Assistant Secretary
(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

CR2E045 (8/05)

FL006 - 09/14/2005 C T System Online

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT, **Anthony J. Horan, Corporate Sectary** of **JPMorgan Chase & Co,** ("the Corporation"), a corporation incorporated under the laws of the State of Delaware, and the direct or indirect owner of the subsidiary entities shown on the list appended hereto as Exhibit A, does hereby appoint each of **Michael J. Mitchell** and **Melissa Fox** as lawful attorney-in-fact for the Corporation and for the subsidiary entities listed on said Exhibit A to act for the Corporation and for said subsidiary entities and in the name of the Corporation and of the subsidiary entities for the limited purposes authorized herein.

The Corporation and each of the subsidiary entities, which have taken or will take all necessary steps to authorize the changes, hereby grants to each of the aforesaid attorneys-in-fact the power to execute the documents necessary to change the Corporations' and each subsidiary entities' registered agent and registered office or the agent and office of similar import, in any state.

In the execution of any documents necessary for the purposes set forth herein, Michael J. Mitchell shall exercise the power of Vice President of the Corporation and Melissa Fox shall exercise the power of Assistant Secretary of the Corporation.

This Power of Attorney expires upon completion of this change of agent project.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney as of the 19th day of December, 2006.

Corporate Secretary

Subscribed and sworn to before me this 19th day of December, 2006.

Christine M. Bannerman

Notary Public

CHRISTINE M. BANNERMAN
NOTARY PUBLIC, STATE OF NEW YORK
QUALIFIED IN NEW YORK COUNTY
NO. 01BA6151520
COMMISSION EXPIRES AUG. 21, 2010