

J 19 064

FAIRFIELD COMMUNITIES, INC.

Anna L. Walton
Paralegal and Assistant
Corporate Secretary

Telephone (407) 370-5162
Facsimile (407) 370-5222

February 10, 1999

VIA UPS SECOND DAY AIR
TRACKING # S934 9243 74 2

Division of Corporations
Amendments Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: Change of Registered Agent

- Atlantic Marketing Realty, Inc.
- Fairfield Homes Construction Company
- Fairfield Management Services, Inc.
- Fairfield Mortgage Corporation
- Ocean Ranch Development, Inc.
- Palm Resort Group, Inc.
- Resorts Title, Inc.
- Sea Gardens Beach and Tennis Resort, Inc.
- Suntime Development Company
- The Florida Companies
- Vacation Break at Ocean Ranch, Inc.
- Serenity Yacht Club, Inc.
- Vacation Break Management, Inc.
- Vacation Break Resorts at Palm Aire, Inc.
- Vacation Break Resorts at Star Island, Inc.
- Vacation Break Resorts, Inc.
- Vacation Break U.S.A., Inc.
- Vacation Break Welcome Centers, Inc.
- Fairfield Communities, Inc.

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-02/11/99-01039--001
****665.00 ****35.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed please find a *Statement Of Change Of Registered Office Or Registered Agent Or Both For Corporations* for each of the above-referenced companies. A check in the amount

Division of Corporations
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of \$665.00 is enclosed for the filing fee. Please provide acknowledgment of the changes to my attention when they have been made.

Thank you for your assistance. If you have any questions, please do not hesitate to call.

Sincerely,



Anna L. Walton

Enc.

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, the undersigned corporation organized under the laws of the State of Florida 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 corporation is: Atlantic Marketing Realty, Inc.

2. The mailing address of the corporation is: % Fairfield Communities, Inc., 8669 Commodity Cir, Suite 200, Orlando, Florida 32819

3. Date of incorporation/qualification: 6-12-86 Document number: J 19064

4. The name and address of the current registered agent and office:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

5. The name and address of the new registered agent and office: (P. O. Box Not Accepted)

Marcel J. Dumeny
% Fairfield Communities, Inc
8669 Commodity Circle, Suite 200, Orlando, FL 32819

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.

Anna L. Walton
(Signature of an officer, chairman or vice chairman of the board)

2-4-99
(Date)

Anna L. Walton, Assistant Secretary
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

Marcel J. Dumeny
(Signature of Registered Agent)

2/4/99
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA