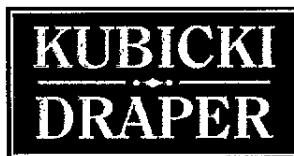


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MJH

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Michael S. Walsh
Charles H. Watkins

Professional Association

Founded 1962

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January 5, 2001

Florida Department of State
Division of Corporations
Attn: Corporate Filings
409 E. Gaines Street
P. O. Box 5588
Tallahassee, FL 32399
410-0490

000003567610--5
-01/23/01--01052--004
*****25.00 *****25.00

RE: RS PROPERTIES LLC
Change of Resident Agent

Gentlemen:

Enclosed please find our trust account check in the amount of \$25.00 together with a Statement of Change of Registered Agent for Limited Liability Company for filing.

Very truly yours,

A handwritten signature in black ink, appearing to read "Barbara Mikula".

Barbara Mikula
Commercial Real Estate Paralegal
For the Firm

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 23 PM 4:38

Miami • Ft. Lauderdale • West Palm Beach • Ft. Myers • Naples • Tampa • Orlando • Tallahassee • Jacksonville

One East Broward Boulevard, Suite 1600 • Fort Lauderdale, Florida 33301
(954) 768-0011 • Fax (954) 768-0514

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR
BOTH FOR LIMITED LIABILITY COMPANY

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company 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 liability company is: RS Properties LLC
2. The mailing address of the limited liability company is: One East Broward Blvd., Ste. 1600
Fort Lauderdale, FL 33301

1-25-00 L 0000 0000 881

3. Date of filing/registration in Florida
4. Document number

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

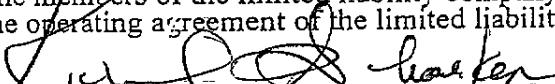
Corporation Service Company
Name
1201 Hayes Street
Address
Tallahassee, FL 32301
City, State and Zip

6. The name and address of the new registered agent and/or office:

Jane C. Rankin, Esq., Kubicki Draper
Name
One East Broward Blvd., Ste. 1600
Florida street address (P.O. Box NOT acceptable)
Fort Lauderdale FL 33301
City, State and Zip

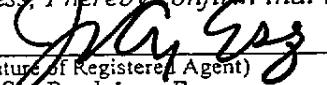
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 23 PM 4:38

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.


(Signature of a member or authorized representative of a member)

Richard Sharpen, Manager
(Printed or typed name of signee)

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 as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.


(Signature of Registered Agent)
Jane C. Rankin, Esq.
Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314