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MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

Two Datran Center - Suite 1109
9130 South Dadeland Boulevard
MIAMI, FLORIDA 33156

TELEPHONE: (305) 539-0000 TELECOPIER: (305) 539-0013

August 7, 2002

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Secretary of State
State of Florida
Division of Corporations
The Capitol
Tallahassee, Florida 32304

Re:

Seaside Waterfront Villas, LLC / Corporate Matters

Dear Sir/Madam:

Enclosed please find an original and one copy of the Statement of Change of Registered Office, or Registered Agent or Both for Corporations with regard to Seaside Waterfront Villas, LLC. In that regard, I herewith enclose our check in the amount of \$52.50 representing your fee for filing the enclosed Amendment, as well as for a certified copy and a Certificate of Status on same. For your convenience, I likewise enclose a stamped, self-addressed envelope.

Of course, if you should have any questions or need anything further, please advise immediately.

Very truly yours,

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

MICHAEL SCHIFFRIN, ESQ.

MS/ine Encl.

CC;

Seaside Waterfront Villas, LLC

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8/14 O.K. to file per BT



FLORIDA DEPARTMENT OF STATE Jim Smith Secretary of State

August 12, 2002

MICHAEL SCHIFFRIN, ESQ. MICHAEL SCHIFFRIN & ASSOCIATES, P.A. 9130 S. DADELAND BLVD., STE. 1109 MIAMI, FL. 33156

SUBJECT: SEASIDE WATERFRONT VILLAS, LLC

Ref. Number: W02000023195

We have received your document for SEASIDE WATERFRONT VILLAS, LLC and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan Document Specialist

Letter Number: 402A00047708

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FLORIDA DEPARTMENT OF STATE, SANDRA B. MORTHAM, SECRETARY OF STATE

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

Pursuous to the provisions of section 607.0502, 617.0502, 607.1508, or 617.1508, Warida Statutes, the undersigned corporation organized under the laws of the State of Florida samila 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	ìs:
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Seaside Waterfront Villas, LLC

2. The mailing address of the corporation is:

246 Crandon Boulevard, Suite 101 Key Biscayne, Florida 33149

Document Number: L99000009732

- 3. Date of incorporation/qualification:
- 4. The name and address of the current registered agent and office:

Cesar Gomez, Esq. 260 Crandon Bonlevard, Suite 14 Key Biscayne, Florida 33149

5. The name and address of the new registered agent and office:

Michael Schiffrin, Esq. Michael Schiffrin & Associates, P.A. Suite 1109 - Two Datran Center 9130 South Dadeland Boulevard Miami, Florida 33156

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.

(Signature of an officer, Mairinan or vice chairman of the board)

(Date)

Hector Dasso, as Managing Member (Pulsed or oped seem sad title)

Having been named as registered agent and to accept service of process for the above stated corporation, I having accept the appointment as registered agent agent in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performances of my dutter, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Regiment Agent)	
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If signing on behalf of an entity:

(Typed or Priestd Name)
(Capacity)