

L00000014167



ACCOUNT NO. : 072100000032

REFERENCE : 921187 4384197

AUTHORIZATION : *Patricia Pizots*

COST LIMIT : \$ 25.00

ORDER DATE : December 6, 2000

ORDER TIME : 11:06 AM

ORDER NO. : 921187

CUSTOMER NO: 4384197

CUSTOMER: Miles Plaskett, Esq
Duane Morris & Heckscher LLP
200 South Biscayne Blvd.
Ste 3410
Miami, FL 33131

300003489293--2

CHANGE OF AGENT

NAME: LAS PALMAS, L.L.C.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: _____

00 DEC -6 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

00 DEC -6 PM 12:06
RECEIVED
DIVISION OF CORPORATION

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

Pursuant to the provisions of section 608.416, 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: Las Palmas, L.L.C., a Florida Limited Liability Company.
2. The mailing address of the limited liability company is: 600 Atlantic Avenue, Boston, Massachusetts 02210, Attention: Windsor Realty Fund-III B L.P., c/o GID Advisers III B.

3. November 16, 2000 Date of filing/registration in Florida 4. L00000014167 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:

Carlton Fields, P.A.
Name
222 Lakeview Avenue, Suite 1400
Address
West Palm Beach, Florida 33401
City, State and Zip

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

Corporation Service Company
Name
1201 Hays Street
Address
Tallahassee, Florida 32301
City, State and Zip

It is hereby confirmed that the changes 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.

Windsor Realty Fund-III B Investors Corporation

By: 

Signature of a member or authorized representative of a member

Stuart R. Johnson Vice President

Printed or typed name of signee

Its: **Vice President**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

**Laura R. Dunlap
as its agent**

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MIA\50370.1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA