

L6/000002514
POLEY & RICH, L.L.C.
ATTORNEYS AT LAW

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Florida Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

August 15, 2002
400007202564--2
-08/19/02--01064--007
*****75.00 *****25.00

Re: Statement of Change or Registered Office or Registered Agent or Both for
Limited Liability Company for the following companies:

2001 Tallahassee Associates, L.L.C.
2001 Oviedo Associates, L.L.C.
1998 Lake City Associates, L.L.C.

Dear Sir or Madam:

Enclosed herewith are Statement of Change or Registered Office or Registered
Agent or Both for Limited Liability Company for the following companies:

2001 Tallahassee Associates, L.L.C.
2001 Oviedo Associates, L.L.C.
1998 Lake City Associates, L.L.C.

together with our check in the amount of \$75.00, representing the filing fee. Please file
same and return copies included herewith with the filing information. For your convenience,
a postage paid, addressed envelope has been included in which to return the copy
of the filed document to me.

Thank you for your consideration in this matter.

Very truly yours,
Poley & Rich, L.L.C.


Lynnette Rich

LRR/ms
Enc.

**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: 2001 Tallahassee Associates, L.L.C.

2. The mailing address of the limited liability company is : 15 Maple Avenue,
Morristown, New Jersey 07960

2/15/01
3. Date of filing/registration in Florida

L01000002514
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:

Paul S. Ferber

Name

151 Sawgrass Corners Drive #202

Address

Ponte Vedra Beach, FL 32082

City, State and Zip

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

Harvey B. Hoffman

Name

4851 Tamiami Trail North, Suite 300

Florida street address (P.O. Box NOT acceptable)

Naples FL 34103

City, State and Zip

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.

The Hampshire 2001 Fund LLC By: The Hampshire Fund II LLC

BY: [Signature]
(Signature of a member or authorized representative of a member)

Mark S. Rosen, VP
(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]
(Signature of Registered Agent)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

FILED
02 AUG 19 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA