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BOARD CERTIFIED REAL ESTATE LAWYER
ADMITTED TO PRACTICE IN FLORIDA
AND NEW YORK

January 24, 2002

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*****25.00 *****25.00

Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

LOI-3181

VIA FEDERAL EXPRESS

Re: Change of Registered Agent Forms

R/A change

Ladies and Gentlemen:

Enclosed please find three (3) Statement of Change of Registered Agent forms which need to be filed with your office. I have also enclosed this firm's check in the amount of \$25.00, \$25.00 and \$35.00 respectfully representing the filing fees.

Should you have any questions concerning the foregoing, please call me at once. Thanks for your assistance in connection with this matter.

Sincerely,


Joanne M. Capuano

/jmc
Encl.

FILED
02 JAN 25 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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: NAAG HOLDINGS LLC
2. The mailing address of the limited liability company is: One North Clematis Street, Suite 305
West Palm Beach, Florida 33401
3. Date of filing/registration in Florida March 1, 2001 4. Document number L01000003181
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 Hays Street
Address
Tallahassee, FL 32301
City, State and Zip

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

David J. Wiener, . . .
Name
One North Clematis Street, Suite 305
Florida street address (P.O. Box NOT acceptable)
West Palm Beach, FL 33401
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.

NAAG Holdings LLC
By: [Signature]
(Signature of a member or authorized representative of a member)
Larry Bernick, 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)

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

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TALLAHASSEE, FLORIDA