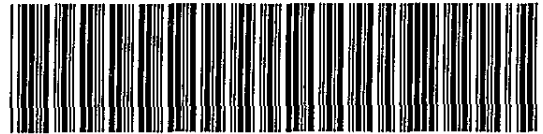


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LAURA K. WENDELL

November 19, 2002

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RE: PALAZZO LAS OLAS GROUP, LLC
STRADA BELLA DEVELOPMENT, LLC
SANTORINI VILLAS DEVELOPMENT, LLC

Dear Sir/Madam:

We enclose Statements of Change of Registered Agent for the above-named corporations.
Also enclosed are our checks totaling \$75.00 for the filing fees.

Thank you.

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, PA

By:

Betsy Courant

Betsy Courant,
Corporate Paralegal

/bc
encls.

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

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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: PALAZZO LAS OLAS GROUP, LLC
2. The mailing address of the limited liability company is 550 South Federal Highway, Fort Lauderdale, FL 3330.
3. Date of Filing/Registration: March 19, 2001 Document Number: L01000004148
4. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Corporation Company of Miami
200 E. Broward Blvd., Suite 2000
Fort Lauderdale, FL 33301

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

HCRM Corp.
2200 Corporate Boulevard, N.W., Suite 401
Boca Raton, Florida 33431

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.

Colonial Development Group, LLC
managing member

By: Colonial Manager, Inc., its sole manager

By: _____

Joseph R. Cook, CEO

ACCEPTANCE OF REGISTERED AGENT

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Having been named as registered agent and to accept service of process for the above stated limited liability company, 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 obligation 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.

HCRM CORP.

By: 

Joseph R. Cook, Vice President