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LICENSED TO PRACTICE IN
FLORIDA, ILLINOIS, INDIANA & OHIO

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FLORIDA & OHIO

FILED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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September 20, 2002

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****85.00 *****25.00

RE: Brown, Noltemeyer Co. Naples Holdings, LLC;
Leawood Lakes Homeowners Association, Inc.; and
CB Developers of Naples, LLC

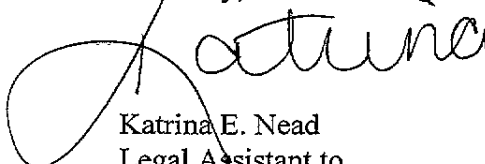
Dear Sir or Madam:

Enclosed please find the following documents with regard to the above referenced entities:

- (1) Statement of Change of Registered Agent for Brown, Noltemeyer Co. Naples Holdings, LLC;
- (2) Statement of Change of Registered Agent for Leawood Lakes Homeowners Association, Inc.
- (3) Statement of Change of Registered Agent for CB Developers of Naples, LLC along with the required transmittal letter.
- (4) Check in the amount of \$85.00 to cover your filing fees.

If you should have any questions, please do not hesitate to contact me.

Sincerely,



Katrina E. Nead
Legal Assistant to
Heather Gilchrist

Enclosure

J. BRYAN SEP 27 2002

**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: CB DEVELOPERS OF NAPLES, LLC
2. The mailing address of the limited liability company is: 2424 Eagles Eyrie Ct
Louisville, Kentucky 40206

3. Date of filing/registration in Florida 4/16/2001
4. Document number L01000006303

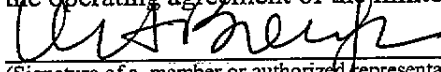
5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Katrina Furth-Nead
Name
2375 Tamiami Trail North Suite 310
Address
Naples, Florida 34103
City, State and Zip

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

CHARLES A. BROWN, JR.
Name
3380 RUM ROW
Florida street address (P.O. Box NOT acceptable)
NAPLES FL 34102
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.


(Signature of a member or authorized representative of a member)

CHARLES A. BROWN, JR., MEMBER
(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) CHARLES A. BROWN, JR., MEMBER

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

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