

Nov-24-03 01:50P

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FROM: kerr, Senterfitt

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Florida Department of State
Division of Corporations
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Division of Corporations
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From:

Account Name : AKERMAN, SENTERFITT OF JACKSONVILLE
Account Number : 105543000740
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REGISTERED AGENT CHANGE

BRAY & GILLESPIE XI LLC

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11-24-03

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FROM-Akerman Senterfitt

904-354-4459

T-294 P.002/003 F-847

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**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: Bray & Gillespie XI LLC
2. The mailing address of the limited liability company is: P.O. Box 265400
Daytona Beach, FL 32126-5400
3. Date of filing/registration in Florida: 08-10-2001 Document Number: L010000135101
4. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Ronald R. Fieldstone
201 Alhambra Circle, Suite 601
Coral Gables, FL 33134

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

Thomas M. Clayton, Esq.
600 North Atlantic Avenue
Daytona Beach, FL 32118

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.

Charles A. Bray
(Signature of a member or authorized representative of a member)

Charles A. Bray
(Printed or typed name of signee)

3 NOV 24 PM 1:57
STATE OF FLORIDA
ALLAHAM

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11-24-03

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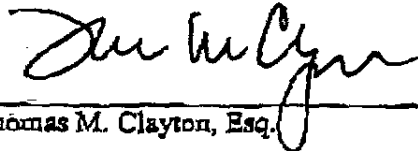
804-354-4458

T-284 P.003/003 F-647

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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 merely to reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

Dated this 18th day of Nov., 2003.


Thomas M. Clayton, Esq.

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