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June 7, 2002

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02 JUN 11 AM 9:01
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

VIA CERTIFIED MAIL - Return Receipt Requested

Department of State of Florida
c/o Mr. Sean Toner
P.O. Box 6327
Tallahassee, Florida 32314

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-06/12/02--01016--001
*****25.00 *****25.00

Re: *JDM PARTNERS LLC and LEGACY PARTNERS GROWTH FUND LTD.*
(the "Companies")
DOC NOS. L01000022394 and A01000001679

Dear Mr. Toner:

I am enclosing the 2002 Uniform Business Reports (the "Report") for the above Companies along with check no. 2559 in the amount of \$55.00 (Limited Liability Report Fee including certificate of status fee), check no. 2560 in the amount of \$535.00 (Limited Partnership Report Fee and certificate of status fee). Also enclosed is a Statement of Change of Registered Office and Registered Agent form for each Company along with check nos. 30009497 and 30009498 totaling \$60.00 (Change of Registered Agent and Register Office fee).

Because the incorporation date of the Companies is in late December, 2001, the principals of the company were under the impression that they would not need to file a Report for the year 2002. The principals of the Companies confirmed that they never received the 2002 Reports. I ask that you to please accept these Reports at this time without the penalty dues.

Department of State of Florida

June 7, 2002

Page 2

Thanking you in advance.

Very truly yours,



Mati Infante
Legal Assistant

/mli

Enclosures

cc: Derek A. Schwartz, Esq.

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**STATEMENT OF CHANGE OF
REGISTERED OFFICE AND REGISTERED AGENT**

To the Secretary of State of the State of Florida:

Pursuant to the provisions of Sections 608, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement to change its registered office and registered agent, in the State of Florida.

FIRST: The name of the limited liability company is JDM Partners LLC

SECOND: The address of its current registered office is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

THIRD: The address of its new registered office is 201 S. Biscayne Blvd., 28th Floor, Suite 2839, Miami, Florida 33131.

FOURTH: The name of its current registered agent is Intrastate Registered Agent Corporation.

FIFTH: The name of its new registered agent is Jorge Perez.

SIXTH: The address of the limited liability company's registered office and the address of the business office of its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by affirmative vote of the members or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

DATED: June 6, 2002

JDM Partners LLC


Jorge Perez, Manager

THE UNDERSIGNED HEREBY AGREES TO ACT IN THE CAPACITY AS REGISTERED AGENT FOR JDM PARTNERS LLC, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF THE DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF SECTION 608, FLORIDA STATUTES.


By: _____
Name: Jorge Perez
Date: June 6, 2002