

L-020000005157

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ADDITIONAL JURISDICTIONS

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**ADMITTED IN U.S. VIRGIN ISLANDS
***ADMITTED IN MICHIGAN
*ADMITTED IN WASHINGTON, D.C.
*ADMITTED IN OHIO
*ILL.M. IN OCEAN AND COASTAL LAW
*ILL.M. IN TAXATION
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June 28, 2002

VIA CERTIFIED MAIL ~ RETURN RECEIPT REQUESTED
ARTICLE NO.: 7106-4575-1292-6015-4984

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-07/03/02--01015--005
*****25.00 *****25.00

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

Re: Half Moon Beach Club Residences, L.L.C.

To Whom it May Concern:

Enclosed please find a Statement of Change of Registered Office or Registered Agent
or Both for Limited Liability Company for filing, together with a check in the amount of \$25.00
for the filing fee.

Should you have any questions regarding this matter, please contact the undersigned.

Very truly yours,

ICARD, MERRILL, CULLIS,
TIMM, FUREN & GINSBURG, P.A.

Talia R. Kohne

Talia R. Kohne
Assistant to Bruce P. Chapnick, Esq.

/trk

Enclosures

FAUSERS\BPC\CLIENTS\TALLMAN\HALFMOON.LLC\DEP-STAT.LTR

FILED
SECRETARY
DIVISION OF CORPORATIONS
02 JUL - 2 PM 12:00

W7/3

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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: HALF MOON BEACH CLUB RESIDENCES, LLC

2. The mailing address of the limited liability company is : 8430 ENTERPRISE CIRCLE
SUITE 100, BRADENTON, FL 34202

4/4/02
3. Date of filing/registration in Florida

60200005157
4. Document number

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

John R. PESHKIN
Name
8430 ENTERPRISE CIRCLE, #100
Address
BRADENTON, FL 34202
City, State and Zip

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

James A. Tallman
Name
1343 Main Street, Suite 602
Florida street address (P.O. Box NOT acceptable)
Sarasota, FL 34236
City, State and Zip

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL - 2 PM 12:00

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

U.S. ASSETS GROUP II, LLP
(Printed or typed name of signer)

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]
(Signature of Registered Agent)

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