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COVER LETTER

TO: Registration Section Division of Corporations									
DOWNING-FRYE REALTY II LLC SUBJECT:									
Name of Limited Liability Company									
Dear Sir or Madam:									
The enclosed Registered Agent/Registered Office Cha	nge and fee(s) are submitted for filing.								
Please return all correspondence concerning this matter	er to the following:								
TERESE WALKER									
Name of Person									
DOWNING-FRYE REALTY INC.									
Firm/Company									
8950 FONTANA DEL SOL WAY SUITE 100									
Address									
NAPLES, FL 34109									
City/State and Zip Code									
TERESE@DFRYEREALTY.COM									
E-mail address: (to be used for future annual rep	ort notification)								
For further information concerning this matter, please	call:								
TERESE WALKER at (26!-2244 EXT 448								
Name of Person	Area Code & Daytime Telephone Number								
Mailing Address: Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314	Street Address: Registration Section Division of Corporations The Centre of Tallahassee 2415 N. Monroe Street, Suite 810 Tallahassee, FL 32303								
Enclosed is a check for the following amou	nt:								
■ \$25 Filing Fee	□ \$55 Filing Fee & Certified Copy								

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

Pursuant to the provisions of sections 605.0114 or 605.0116, 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.

Na	me of the limited liability company: DOWNING-FRYE	REA	LT	Y II LLC				<u>.</u>		
(a)	8950 FONTANA DEL SOL WAY SUITE 101 NAPLES, FL	,	(b)	8950 FON	TANA DEL S	SOL WAY S	UITE 1	01 NAPLE		
(u)	Principal office address of limited liability company: (Note: MUST BE STREET ADDRESS)			Mailing address of limited lial (Note: MAY BE POST OF						
		- -	_							
	5/2/03		- -					.		
	Date of filing/registration in Florida	4.			Document n	umber				
(a)	DONALD K ROSS JR			D + + 604+						
	Registered Agent and Registered Office shown on the records of the	e Floi	rida	Dept. of Stat	te:					
	Parishand Office Address Office DE ELOPIDA STREET AL	חחם.	rcc)				~ 3			
	Registered Office Address (MUST BE FLORIDA STREET ADDRESS) 8950 FONTANA DEL SOL WAY SUITE 100				2020 St. C. TA					
		4100		SEP						
	NAPLES , FL ³	4109	-8				-			
<i>(</i> L)	DONALD K ROSS JR					JSS.	골			
(b)	Enter name of NEW Registered Agent and/or NEW Registered Office address:			_	Service Control of the Control of th					
	8950 FONTANA DEL SOL WAY SUITE 101				29 29					
	NEW Registered Office Address:				_					
	11514 Registered Office Addiess.									
					-					
	NAPLES .FL ³	4109)							
the l	imited liability company is not organized under the laws	soft	he :	State of Flo	– orida, it is he	rehy confirm	ned tha	at after the		
ange	or changes are made, the Florida street address of the re	egist	tere	d office an	id the busines	ss office of t	he regi	istered		
as/w	will be identical. Or, in the case of a Florida limited liab ere authorized by an affirmative vote of the members of	the I	limi	ted liabilit	ty company o	r as otherwi	se pro	vided in		
	icles of organization or the operating agreement of the li				npany. IUGHES VP					
Signa	ture of a member or authorized representative of a member		1101	TAEL L. N		ed name of sig	лее	<u> </u>		
here rovisi e obi	by accept the appointment as registered agent and agree ions of all statutes relative to the proper and complete poligations of my position as registered agent as provided ely reflect a change in the registered office address, I he din writing of this change.	e to d erfor for it ereby	act ma n C v co.	in this cap nce of my hapter 603 nfirm that	acity I furth	er aor	compl	y with the ind accept eing filed is been		
ignatu	re of Registered Agent									