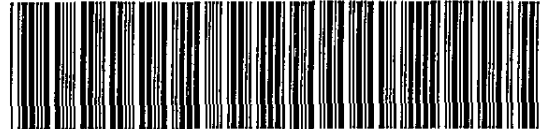


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TALLAHASSEE, FLORIDA



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TALLAHASSEE, FLORIDA

10151 Deerwood Park Boulevard
Building 100, Suite 330
Jacksonville, Florida 32256
904.565.4100
Fax 904.565.4144

October 14, 2003

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: PE Land Holdings, LLC

Dear Sir or Madam:

I have enclosed the following original, executed documents for filing regarding the above referenced company:

1. Statement of Change of Registered Office or Registered Agent or Both for Limited Liability Company; and
2. Articles of Amendment to the Articles of Organization of PE Land Holdings, LLC.

The LLC's check is enclosed in the total amount of \$50.00 for the filing fees. In addition, I have enclosed a self-addressed envelope for use in returning the filed Articles of Amendment to my attention.

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read 'JA Hoener', with a long horizontal flourish extending to the right.

James A. Hoener
Counsel

Enclosures

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

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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: PE Land Holdings, LLC
2. The mailing address of the limited liability company is : _____
Post Office Box 1048, Saint Augustine, Florida 32085-1048

3. Date of filing/registration in Florida June 19, 2003
4. Document number LO3000022446

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

Karl B. Hanson III
Name
10151 Deerwood Park Blvd Bldg 100 Ste 330
Address
Jacksonville, FL 32256
City, State and Zip

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

Heidi J. Eddins
Name
One Malaga Street
Florida street address (P.O. Box NOT acceptable)
Saint Augustine FL 32084
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.

Florida East Coast Industries, Inc., its sole member

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

Robert W. Anestis, Chairman, President & CEO

(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)

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