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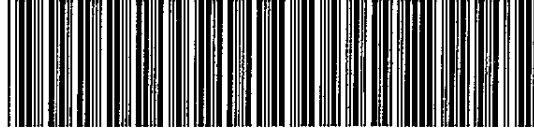
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MORAITIS, COFAR & KARNEY
ATTORNEYS AT LAW

GEORGE R. MORAITIS
LAWRENCE J. COFAR
WILLIAM M. KARNEY

GALLERIA PROFESSIONAL BUILDING
Suite 506
915 Middle River Drive
Fort Lauderdale, FL 33304
Telephone (954) 563-4163
FAX (954) 563-5913

GEORGE R. MORAITIS JR.

January 27, 2004

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

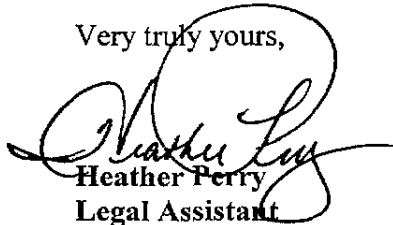
Re: GC Southport Apartments, LLC
Our File No. 04C-019C

TO WHOM IT MAY CONCERN:

Enclosed herewith please find an original executed State of Change of Registered Agent for GC Southport Apartments, LLC together with our trust account check in the amount of \$25.00 representing the fee to file same. Please process the form and send acknowledgment to the undersigned.

Should you have any questions, please feel free to contact me.

Very truly yours,



Heather Perry
Legal Assistant

hp
enclosures

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: GC Southport Apartments, L.L.C.
2. The mailing address of the limited liability company is: 901 S.E. 17th Street
Suite 206, Fort Lauderdale, FL 33316

3. Date of filing/registration in Florida January 13, 2004
4. Document number L04000003549

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

Lawrence J. Cofar
Name
915 Middle River Drive, Suite 506
Address
Fort Lauderdale, Florida 33334
City, State and Zip

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

Andrew L. Mittelman
Name
901 S.E. 17th Street, Suite 206
Florida street address (P.O. Box NOT acceptable)
Fort Lauderdale, FL 33316
City, State and Zip

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TALLAHASSEE FLORIDA

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.

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

George Caravanos, Managing Member
(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.

Andrew L. Mittelman
(Signature of Registered Agent) Andrew L. Mittelman

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