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170 NW Spanish River Boulevard
Boca Raton, Florida 33431

(City/State/Zip/Phone #)

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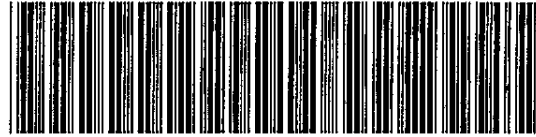
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RESIGNATION OF MEMBER

I, 1031 Exchange Corporation, HEREBY RESIGN as Managing Member of

Village at Harbor Beach A-204, LLC,
a Florida single member limited liability company

and affirm that the limited liability company has been notified in writing of the resignation.

1031 Exchange Corporation

BY: *Susan N. Mills*
Susan N. Mills, Vice President

Benjamin Alton Howe and Barbara P. Howe, Successor Members

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ASSIGNMENT OF MEMBER'S INTEREST

THIS AGREEMENT, made and entered into at Broward County, Florida this 14th day of October, 2004, by and between 1031 Exchange Corporation, a Florida corporation, as Assignor, hereinafter called "First Party", and Benjamin Alton Howe and Barbara P. Howe, each as Assignee, hereinafter called "Second Party".

WITNESSETH

That the First Party, for Ten Dollars (\$10.00) and other good and valuable considerations to them in hand paid simultaneously with the execution and delivery of these presents by the Second Party, the receipt whereof is hereby acknowledged, have granted, bargained, sold, assigned, transferred, set over and delivered, and by these presents do grant, bargain, sell, assign, transfer, set over, and deliver unto the Second Party, 100% of the ownership interest owned by Assignor in Village at Harbor Beach A-204, LLC.

The First Party hereby represents unto the Second Party, and covenants and agrees with the Second Party as follows:

- (a) First Party, the owner of the membership interest in Village at Harbor Beach A-204, LLC has full power and lawful authority to effect the sale and transfer; and
- (b) That the First Party, as the sole member in Village at Harbor Beach A-204, LLC, is not in default under any of the terms, conditions and provisions contained in said Company's Articles of Organization or its Regulations.

Second Party expressly accepts and assumes all of the terms, covenants, conditions, obligations and liabilities of membership in Village at Harbor Beach A-204, LLC to be kept and performed by First Party, from and after the date of this Agreement, and further agrees to execute a Uniform Business Report which will be filed with the Department of State, State of Florida.

IN WITNESS WHEREOF, the parties have hereto affixed their hands and seals at the place, on the day and year herein above written.

Witnesses:

First Party

1031 Exchange Corporation

By: Susan N. Mills
Its: Vice President

Second Party

Benjamin Alton Howe

Barbara P. Howe

**MEMBERS ACTION BY UNANIMOUS CONSENT
WITHOUT A MEETING OF**

Village at Harbor Beach A-204, LLC

The undersigned, presently being all the members representing 100% of the Relative Capital Account Vote which includes all the members who would be entitled to vote upon the actions hereinafter set forth at a formal joint meeting of the members of Village at Harbor Beach A-204, LLC (Company), a Florida limited liability company, do hereby consent to the following actions to the same extent, and to have the same force and effect as if adopted at a formal special meeting of the members of said company.

RESOLVED that the Company accept the resignation of its managing member, 1031 EXCHANGE CORPORATION, a Florida corporation, by Susan N. Mills, Vice President, and

FURTHER RESOLVED, that Benjamin Alton Howe be named the new managing member of the Company and Barbara P. Howe be named a member.

The undersigned further directs the Company to accept the offered cancellation of the 1031 EXCHANGE CORPORATION membership certificate and directs Susan N. Mills, Vice President of Managing Member, prior to resignation as Managing Member, to issue new certificates representing 100% of the Relative Capital Account Vote to Benjamin Alton Howe and Barbara P. Howe as of the date of this action without a meeting. The Company is further directed to file the appropriate notice of the resignation with the Florida Division of Corporations

The undersigned do hereby consent and affirm that the actions set forth in the foregoing resolution shall have the same force and effect as if taken at a duly constituted meeting of the members of the Company and that this document be filed with the new managing members of the Company and shall be made a part of the minutes of the Company.

Dated:

10-21-04

10-21-04

Successor Members:

Benjamin Alton Howe
Benjamin Alton Howe, Managing Member

Barbara P. Howe
Barbara P. Howe, Member

Resigning Member:

1031 Exchange Corporation

October 14, 2004

Susan N. Mills
By: Susan N. Mills
Its: Vice President