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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 AUG 31 PM 2:26

Joseph Carello  
2429 Scottville Ave.  
Deltona, Florida  
32720

August 23, 2005

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

Dear Sirs,

I have enclosed my resignation as a member of Southchase Commerce Center, LLC even though I actually resigned from the LLC on May 13, 2005. I, however, upon review of the Florida Department of Corporations web site, assume that the new owners have not filed updated papers with the Department and I want to advise the Department as to my prior resignation. My complete and total interest in Southchase Commerce Center, LLC was transferred on May 13, 2005 at which time my membership interest was sold to new owners. I was guaranteed by the buyers and attorneys involved in the sale that the department would be notified of my resignation. If this has not taken place I would like to do so at this time. Please call me with any questions at 386-740-7777.

Thank you for your assistance with this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Joe Carello", written in a cursive style.

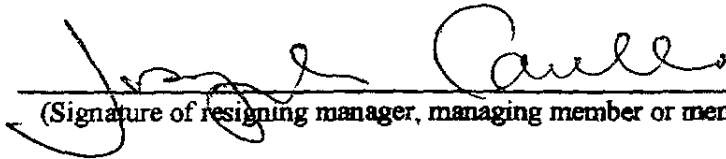
Joseph Carello

Attachment: Resignation and filing fee

**RESIGNATION OF MEMBER, MANAGING MEMBER OR MANAGER**

I, Joseph Carello, hereby resign as Managing Member  
(Title)  
of SouthChase Commerce Center, L.L.C.  
(Limited Liability Company)

a limited liability company organized under the laws of the State of Florida  
and affirm that the limited liability company has been notified in writing of the resignation.

  
(Signature of resigning manager, managing member or member)

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**FILING FEE IS \$25.00**

Make checks payable to Florida Department of State and mail to:  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314