

L04 000046688

(Donor's Name)

Shutts & Bowen, LLP
300 S. Orange Ave.
Suite 1000
P.O. Box 4956
Orlando, FL 32802-4956

(City/State/Zip/Phone #)

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(Business Entity Name)

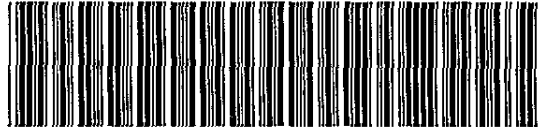
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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: TME Multi-Family III, LLC
2. The mailing address of the limited liability company is : TME Multi-Family III, LLC c/o Gustavus Bass, Capital Asset Advisors, Inc., P. O. Box 13667, Research Triangle Park, NC 27709

06/22/2004

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3. Date of filing/registration in Florida

4. Document number

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

Ierris Robinson

Name

12628 Arley Drive

Address

Orlando, FL 34786

City, State and Zip

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

Corporation Company of Orlando

Name

300 S. Orange Avenue, Suite 1000 (MRH)

Florida street address (P.O. Box NOT acceptable)

Orlando

FL 32801

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.

Gustavus Bass

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

Gustavus Bass, Manager

(Printed or typed name of signer)

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.

J. Gregory Humphries

(Signature of Registered Agent)

Corporation Company of Orlando

By: J. Gregory Humphries, Vice President

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

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