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TALLAHASSEE, FLORIDA



Thomas F. Morante  
Direct Dial 305-679-5732  
Direct Fax 305-679-5710  
tmorante@joneswalker.com

September 20, 2007

**Via Federal Express**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Clearwater Holdings Fund LLC  
Document No. L07000019907

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Please find enclosed for filing: (i) the original and two copies of the Statement of Change of Registered Agent for Clearwater Holdings Fund LLC, and (ii) a check in the total amount of \$55.00 representing the filing fee and a certified copy in connection therewith.

Also find enclosed for filing the original Resignation of Member for Clearwater Holdings Fund LLC and a check in the total amount of \$25.00 representing the filing fee.

Please return the certified copy in the prepaid Federal Express envelope we are providing for your convenience, and send it to me and please return all correspondence to me at the address on this letterhead.

If you have any questions or I may be of further assistance, please contact me at (305) 679-5732.

Sincerely yours,

A handwritten signature in cursive script that reads "Thomas F. Morante".

Thomas F. Morante

TFM/mas

Enclosures

JONES, WALKER, WAECHTER, POITEVENT, CARRÈRE & DENÈGRE L.L.P.

601 BRICKELL KEY DRIVE • SUITE 500 • MIAMI, FL 33131 • 305-679-5700 • FAX 305-679-5710 • E-MAIL info@joneswalker.com • www.joneswalker.com

BATON ROUGE   HOUSTON   LAFAYETTE   MIAMI   NEW ORLEANS   THE WOODLANDS   WASHINGTON, D.C.

**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: Clearwater Holdings Fund LLC
2. The mailing address of the limited liability company is: c/o Aura Minerals, Inc.,  
P.O. Box 10373, #805-609 Granville St., Vancouver, British Columbia  
Canada V7Y 1G6
3. Date of filing/registration in Florida February 21, 2007
4. Document number L07000019907
5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Transglobal Corporate Administration, LLC

Name

520 Brickell Key Drive, Suite 0-305

Address

Miami, FL 33131

City, State and Zip

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

Thomas F. Morante

Name

601 Brickell Key Drive, Suite 500

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

Miami, FL 33131

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.

By: 

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

Patrick Downey, Authorized Representative of  
Arapiraca (BVI) Inc., sole member of Clearwater Holdings Fund LLC

(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.*

Thomas F. Morante

(Signature of Registered Agent)

**Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314**  
**FILING FEE: \$25.00**

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