

LD7 000019907

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. CLINE

JUL -7 2009

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Clearwater Holdings Fund LLC  
Name of Limited Liability Company

Dear Sir or Madam:

The enclosed Registered Agent/Registered Office Change and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Thomas F. Morante  
Name of Person

Holland & Knight LLP  
Firm/Company

701 Brickell Avenue, Suite 3000  
Address

Miami, FL 33131  
City/State and Zip Code

tom.morante@hklaw.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Thomas F. Morante at ( 305 ) 789-7756  
Name of Person Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Enclosed is a check for the following amount:**

☒ \$25 Filing Fee

☐ \$55 Filing Fee & Certified Copy

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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. Name of the limited liability company: Clearwater Holdings Fund LLC

2. (a) Principal office address of limited liability company: 171 Main Street PO Box 92  
Road Town, Tortola VG 1110  
British Virgin Islands  
☐ (Note: **MUST BE STREET ADDRESS**)

(b) Mailing address of limited liability company: 171 Main Street PO Box 92  
Road Town, Tortola VG 1110  
British Virgin Islands  
☐ (Note: **MAY BE POST OFFICE BOX**)

February 21, 2007

L07000019907

3. Date of filing/registration in Florida

4. Document number

5. (a) Registered Agent and Registered Office shown on the records of the Florida Department of State:

Registered Agent:

Thomas F. Morante  
c/o Jones, Walker, Maccheter, Politevent, et al

Registered Office Address:

601 Brickell Key Drive, Suite 501  
Miami, FL 33131

(b) Enter name of **NEW Registered Agent** and/or **NEW Registered Office address**:

**NEW** Registered Agent:

Thomas F. Morante  
c/o Holland & Knight, LLP

**NEW** Registered Office Address:

**(MUST BE FLORIDA STREET ADDRESS)**

701 Brickell Avenue, Suite 3000  
Miami, FL 33131

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.

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