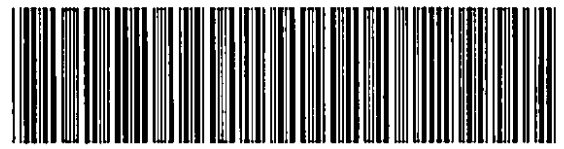


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Thomson Real Estate Holdings 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:

JOAN B. THOMSON

Name of Person

WATERFRONT PROPERTIES, INC.

Firm/Company

825 PARKWAY PLAZA #7

Address

JUPITER, FL 33477

City/State and Zip Code

joanthomson@wfpcc.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joanie Jarmay

at ( 561 ) 746-7272

Name of Person

Area Code & Daytime Telephone Number

**Mailing Address:**

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

**Street Address:**

Registration Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Enclosed is a check for the following amount:

\$25 Filing Fee

\$55 Filing Fee & Certified Copy

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY**

*Pursuant to the provisions of sections 605.0114 or 605.0116, 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: THOMSON REAL ESTATE HOLDINGS, LLC

2. (a) \$25 PARKWAY PLAZA  
Principal office address of limited liability company:  
*(Note: MUST BE STREET ADDRESS)*  
SUITE 7  
JUPITER, FL 33477

(b) \$25 PARKWAY PLAZA  
Mailing address of limited liability company:  
*(Note: MAY BE POST OFFICE BOX)*  
SUITE 7  
JUPITER, FL 33477

3. 07/16/2007 Date of filing/registration in Florida

4. L07000073291 Document number

5. (a) GY CORPORATE SERVICES, INC.  
Registered Agent and Registered Office shown on the records of the Florida Dept. of State:  
600 Brickell Avenue  
Registered Office Address *(MUST BE FLORIDA STREET ADDRESS)*  
Suite 3500  
MIAMI, FL 33131

(b) WATERFRONT PROPERTIES, INC.  
Enter name of **NEW Registered Agent** and/or **NEW Registered Office address**:  
825 PARKWAY PLAZA  
**NEW Registered Office Address**:  
SUITE 7  
JUPITER, FL 33477

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.

*Joan Thomson* Signature of a member or authorized representative of a member  
JOAN THOMSON 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 605, 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.*

*Joan Thomson* Signature of Registered Agent

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