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December 13, 2001

Department of State
Division of Corporations
STATEMENT OF CHANGE
409 East Gaines Street
Tallahassee, FL 32399

200004732652--3
-12/19/01--01041--002
*****25.00 *****25.00

000004732652--4
-12/18/01--01059--002
*****25.00 *****25.00

Re: **Florida Apple North, L.L.C.**
Statement of Change for Registered Office and Agent

Dear Sir/Madam:

Enclosed please find the original and a copy of the Statement of Change for Registered Office and Registered Agent for Florida Apple North, L.L.C. Our firm check in the amount \$25.00 is enclosed for the filing fee.

Please file the original Statement for Registered Office and Registered Agent and return a copy of the Statement of Change for Registered Office and Agent to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

AVIS & AVIS, P.A.

Maggie Bush
Margaret E. Bush
Paralegal

Enclosures

W:\MyFiles\2001 Clients\Florida Apple\Misc. Matters\02 Limited Liability Companies\Florida Apple North, LLC\Corr.-121301 Change Registered Agent to SOS.wpd

FILED
DEC 19 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L98-514
OK

STATEMENT OF CHANGE OR 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: FLORIDA APPLE NORTH, L.L.C.
2. The mailing address of the limited liability company is: 125 WORTH AVENUE, SUITE 221,
PALM BEACH, FL 33480

04/27/1998
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:

JACQUELINE S. MILLER
Name
505 S. FLAGLER DRIVE, SUITE 300
Address
WEST PALM BEACH, FL 33401
City, State and Zip

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

WARREN E. AVIS, JR.
Name
125 WORTH AVENUE, SUITE 221
Florida Street address
PALM BEACH, FL 33480
City, State and Zip

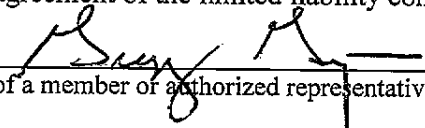
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01 DEC 19 PM 2 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALL ADDRESSES, INCLUDING THE ADDRESS OF THE MANAGING MEMBER AND THE ADDRESS OF THE NEW REGISTERED AGENT AND/OR OFFICE, ARE:

125 WORTH AVENUE, SUITE 221
PALM BEACH, FLORIDA 33480

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)

GREGORY GEORGAS

(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.


(Signature of Registered Agent)

FILED

01 DEC 19 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA