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* ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND NEW YORK
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

June 28, 2002

Via Certified Mail Return Receipt Requested

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Secretary of State
Division of Corporations
409 East Gain Street
Tallahassee, FL 32399

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*****25.00 *****25.00

FILED
02 JUL -5 AM 11:13
TALLAHASSEE, FLORIDA

AL

Re: Articles of Amendment of the Articles of Organization of Highland Ocean Development, LLC

Dear Sir/Mam:

Enclosed please find our law firm's check in the amount of Twenty-Five Dollars (\$25.00) for the filing of the Statement of Change of Registered Office or Registered Agent or Both for Limited Liability Company regarding the above referenced limited liability company. Please file the Statement of Change and return a copy of the filed Statement of Change in the enclosed self-addressed stamped envelope. Thank you for your assistance with this matter.

Very truly yours,



David C. Kotler

Encl.
DCK/mek

**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: Highland Development Associates, LLC

2. The mailing address of the limited liability company is: 327 Plaza Real, Suite 309

Boca Raton, Florida 33432

3/12/1999
3. Date of filing/registration in Florida

L99000001532
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:

August A. Dinenzo
Name
4401 South Ocean Boulevard
Address
Highland Beach, Florida 33487
City, State and Zip

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

August A. Dinenzo
Name
327 Plaza Real, Suite 309
Florida street address (P.O. Box NOT acceptable)
Boca Raton FL 33432
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.

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

August A. Dinenzo
(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)
August A. Dinenzo

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

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