

L9900001720

LAW OFFICES OF
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August 7, 2002

Secretary of State
State of Florida
Division of Corporations
The Capitol
Tallahassee, Florida 32304

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-08/09/02--01068--002
*****52.50 *****52.50

Re: Villas of Vizcaya, LLC / Corporate Matters

Dear Sir/Madam:

Enclosed please find an original and one copy of the *Statement of Change of Registered Office, or Registered Agent or Both for Corporations* with regard to **Villas of Vizcaya, LLC**. In that regard, I herewith enclose our check in the amount of \$52.50 representing your fee for filing the enclosed Amendment, as well as for a certified copy and a Certificate of Status on same. For your convenience, I likewise enclose a stamped, self-addressed envelope.

Of course, if you should have any questions or need anything further, please advise immediately.

Very truly yours,

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

MICHAEL SCHIFFRIN, ESQ.

MS/ine
Encl.

cc: Villas of Vizcaya, LLC

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TALLAHASSEE, FLORIDA

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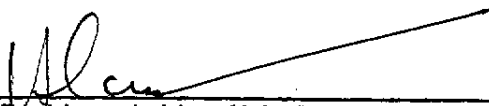
**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of section 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida 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 corporation is: **Villas of Vizcaya, LLC**
2. The mailing address of the corporation is: **240 Crandon Boulevard, Suite 101
Key Biscayne, Florida 33149**
3. Date of incorporation/qualification: **Document Number: L99000001720**
4. The name and address of the current registered agent and office:
**Cesar Gomez, Esq.
260 Crandon Boulevard, Suite 14
Key Biscayne, Florida 33149**
5. The name and address of the new registered agent and office:
**Michael Schiffrin, Esq.
Michael Schiffrin & Associates, P.A.
Suite 1109 - Two Datan Center
9130 South Dadeland Boulevard
Miami, Florida 33156**

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

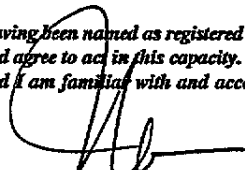
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

8/5/02
(Date)

Hector Dasso, as Managing Member
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.


(Signature of Registered Agent)

8/5/02
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)