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Attorneys at Law
Chartered
L99000002296

James W. McDonald, Jr.

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July 26, 1999

31 Ocean Reef Drive Suite B-202
Key Largo, Florida 33037

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

RE: CHANGE OF REGISTERED AGENT

Dear Sir/Madam:

Enclosed please find a check in the amount of \$35.00 for a Change of Registered Agent and Registered Office for BBS Real Estate Holdings, L.L.C. We appreciate your cooperation in this matter.

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-07/30/99--01095--001
*****35.00 *****35.00

Sincerely,

MCDONALD & ASSOCIATES
ATTORNEYS AT LAW, CHARTERED

By: 

James W. McDonald, Jr.

JWM/bji
Encls.

L99-2296

Name	<i>OK 83</i>
Availability	<i>OK</i>
Document	<i>OK</i>
Examiner	<i>OK</i>
Updater	<i>OK</i>
Verifier	<i>OK</i>
Information	<i>OK</i>
Other	<i>OK</i>

Florida Department of State, Sandra B. Mortham, Secretary of State
**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 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.

- 1a. The name of the limited liability company is: BPS Real Estate Holdings, L.L.C.
- 1b. The mailing address of the limited liability company is: 1501 Ocean Bay Drive Unit 22
Key Largo, FL 33037
- 1c. Date of filing/registration in Florida: 4/22/99 Document number: L99000002296 ST FL

2. The name and address of the current registered agent and office:

CT Corporation System

1200 South Pine Island Road

Plantation, FL 33324

3. The name and address of the new registered agent and office: (P.O. BOX NOT ACCEPTABLE)

Bernard C. Childs

1501 Ocean Bay Drive, Unit 22

Key Largo, FL 33037

After the change or changes are made, the street address of the registered office and the business office of the registered agent will be identical.

Such change was authorized by affirmative vote of a majority of the members of the limited liability company or as provided in the articles of organization or the regulations of the limited liability company.


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

7-27-99

(Date)

Bernard C. Childs, Manager
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated limited liability company, 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)

7-27-99

(Date)

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