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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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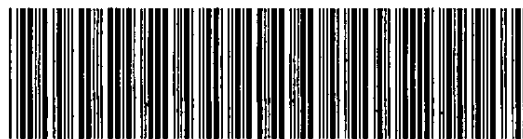
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Allied Capital and Development, 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:

Sandy Albanese
(Name of Person)

Allied Capital and Development of South Florida, LLC
(Firm/Company)

3300 PGA Blvd., Suite 330
(Address)

Palm Beach Gardens, FL 33410
(City/State and Zip Code)

For further information concerning this matter, please call:

Sandy Albanese at (561) 799-0050
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

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 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. Name of the limited liability company: Allied Capital and Development, LLC
- 2. (a) Principal office address of limited liability company: 164 Charlotte Drive
(Note: MUST BE STREET ADDRESS) Warwick, RI 02818
- (b) Mailing address of limited liability company: 3300 PGA Blvd., Suite 330
(Note: MAY BE POST OFFICE BOX) Palm Beach Gardens, FL 33410

October 17, 2002 M02000002749

- 3. Date of filing/registration in Florida
- 4. Document number

- 5. (a) Registered Agent and Registered Office shown on the records of the Florida Dept. of State:
Registered Agent: Ward, Damon & Posner, P.A.
Registered Office Address: 4420 Beacon Circle, Suite 100
West Palm Beach, FL 33407

- (b) Enter name of NEW Registered Agent and/or NEW Registered Office address:
NEW Registered Agent: Donald M. Allison
NEW Registered Office Address: 1515 S. Federal Hwy, Suite 306
(MUST BE FLORIDA STREET ADDRESS) Boca Raton, FL 33407

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)
Nicholas A. Mastrolanni
(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)
Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314
FILING FEE: \$25.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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