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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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DIVISION OF CORPORATIONS

10 AUG - 4 PM 12:53

B. KOHR

AUG - 4 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: _____
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:

Name of Person

Firm/Company

Address

City/State and Zip Code

anne.walker@mccormackbaron.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Person

at (_____)

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

INHS18 (5/08)

FILED STATE
SECRETARY OF CORPORATIONS
10 AUG -4 PM 12:53

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: MBS GP 39, L.L.C.

2. (a) Principal office address of limited liability company: _____



(Note: **MUST BE STREET ADDRESS**)

720 Olive Street, Suite 2500,
St. Louis, MO 63101



(b) Mailing address of limited liability company: _____

(Note: **MAY BE POST OFFICE BOX**)

720 Olive Street, Suite 2500,
St. Louis, MO 63101

05/01/2003

M03000001379

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:

CORPORATION SERVICE COMPANY

Registered Office Address:

1201 HAYS STREET
TALLAHASSEE FL 32301-2525

(b) Enter name of **NEW Registered Agent** and/or **NEW Registered Office address**:

NEW Registered Agent:

C T Corporation System

NEW Registered Office Address:

1200 South Pine Island Road

(MUST BE FLORIDA STREET ADDRESS)

Plantation, FL 33324

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.

Nichol McCroy
Signature of a member or authorized representative of a member

Nichol McCroy, Member

Printed or typed name of signer

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.

By:

C T Corporation System

Signature of Registered Agent

Rebecca Barth, Assistant Secretary

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

FILING FEE: \$25.00

INHS18 (05/08)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT McCormack Baron Salazar, Inc. (the "Corporation"), a corporation incorporated under the laws of the state of Missouri and the direct or indirect owner of the subsidiary entities shown on Schedule A attached hereto, does hereby appoint **Nichol McCroy and Sandy Gilliss, employees of CT Corporation and acting solely in the capacity as employees of CT Corporation, as attorney-in-fact for the Corporation to act for the Corporation and in the Corporation's name for the limited purposes authorized herein:**

The Corporation and the subsidiary entities listed, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Corporation's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any state to **CT Corporation**; and also the principal address, mailing address and business address, in any state, as directed and authorized by the Corporation. The attorney-in-fact will not make such changes without the prior approval of the Corporation.

In the execution of any documents necessary for the sole, limited purpose, set forth herein, **Nichol McCroy and Sandy Gilliss** shall exercise the power of Vice President, Secretary, Manager, and/or Member.

This Power of Attorney expires when revoked by the undersigned.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 8th day of July 2010.

MCCORMACK BARON SALAZAR, INC.,
a Missouri corporation

By: _____

Hill B. Zimmerman
Hillary B. Zimmerman, Vice President

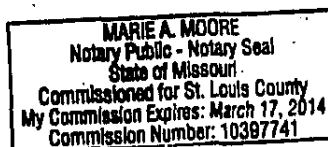
STATE OF MISSOURI)
) ss.
CITY OF ST. LOUIS)

On this 8th day of July 2010, before me, the undersigned Notary Public in and for said State, personally appeared **Hillary B. Zimmerman**, personally known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me she executed the same in her authorized capacity and that by her signature on the instrument the entity upon behalf of which the she acted, executed this instrument.

Witness my hand and official seal.

Marie A. Moon

Notary Public



My commission expires: **3/17/14**

Exhibit A

Brisben Florida I Limited Partnership
Buchanan Bay, Ltd.
Grand Savannah Club, Ltd.
MBS Construction Services, Inc.
MBS GP 19, L.L.C.
MBS GP 22, L.L.C.
MBS GP 32, L.L.C.
MBS GP 39, L.L.C.
MBS GP 124, L.L.C.
MBS GP 125, L.L.C.
MBS GP 133, L.L.C.
MBS GP 176, L.L.C.
MBS Scott Carver GP, LLC
MBS-Saxon GP, L.L.C.
McCormack Baron Salazar, Inc.
Saxon Manor Isles Apartments Limited
Partnership
Scott Carver GP, Inc.
Scott Carver IIA, Limited Partnership
Scott Carver IIB, Limited Partnership
Scott Carver IIC, Limited Partnership
The Palms at Vero Beach Limited
Partnership
The Park at Palm Bay Limited
Partnership
Tierra Vista I Limited Partnership
Urban Strategies, Inc.