

M040000004657

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JAN - 4 2006



December 13, 2005

FLORIDA SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Corporate Filing Dept.

Re: **GAINESVILLE ASSOCIATES INTERMEDIATE, LLC**

Dear Filing Officer:

Enclosed please find a Statement of Change of Registered Office or Registered Agent or Both for Corporations, for the above referenced name, which is to be filed in your office. Also enclosed is check #9834 in the amount of \$25.00 for the filing fee. After filing, please return the file-stamped copy in the enclosed self-addressed envelope. If you have any questions, please contact x153 at 800-345-4647.

Thank you,

Myra Simmons
Registered Agent Services
Enclosures

PO BOX 1831
AUSTIN, TX 78767

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**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: GAINESVILLE ASSOCIATES INTERMEDIATE, LLC

2. The mailing address of the limited liability company is : _____

10 Campus Blvd., Newtown Square, PA 19073

10/28/2004 M04000004657
3. Date of filing/registration in Florida 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:

Corporation Service Company
Name
1201 HAYS STREET
Address
TALLAHASSEE FL 32301
City, State and Zip

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

Capitol Corporate Services, Inc.
Name
1333 North Duval St.
Florida street address (P.O. Box NOT acceptable)
Tallahassee FL 32303
City, State and Zip

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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.

Myra Simmons Myra Simmons, Attorney in Fact for Joe Macchione
(Signature of a member or authorized representative of a member)

Executive Vice-President, General Counsel, and Secretary
(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.

Delanie Case Delanie Case, Asst. Sec.
(Signature of Registered Agent)

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

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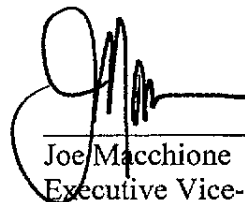
SPECIAL POWER OF ATTORNEY

Mr. Joe Macchione, a duly authorized officer of the entities listed on Exhibit A hereto (the "Entities") does hereby make, constitute, and appoint Capitol Services, Inc., Capitol Corporate Services, Inc. and Capitol Document Services, Inc. and each duly authorized representative of such entities, including without limitation Ms. Myra Simmons, as his true and lawful attorneys-in-fact with full right, power and authority for him, as an authorized officer of the Entities, in his name, place and stead to prepare, execute, acknowledge, and file or to cause to be prepared, executed, acknowledged, and filed, any and all documents and forms as may be necessary or appropriate to be filed by the Entities or on their behalf with any state agency in order to effectuate a change in the Entities' registered agent to Capitol Services, Inc., Capitol Corporate Services, Inc. or Capitol Document Services, Inc., as applicable.

GIVING AND GRANTING to said attorneys-in-fact full power and authority to do and perform every act necessary or appropriate to be done in the exercise of the foregoing power as fully as Mr. Macchione, a duly authorized officer of the Entities, could do if personally present and acting, with full power of substitution and resubstitution, hereby ratifying, confirming, and approving all that said attorneys-in-fact shall lawfully do or cause to be done by virtue hereof.

This Special Power of Attorney shall be effective as of December 1, 2005 and shall continue in effect until revoked by Mr. Macchione by written notice to said attorneys-in-fact.

IN WITNESS WHEREOF, Mr. Macchione has set his hand this 8th day of December, 2005.



Joe Macchione
Executive Vice-President, General Counsel
and Secretary

EXHIBIT A

1. 353 Associates GP LLC
2. Belle Chase Associates Intermediate II LLC
3. Belle Chase Associates Intermediate LLC
4. Belle Chase Associates LLC
5. Bethel Avenue Associates Intermediate LLC
6. Bethel Avenue Associates LLC
7. Binford Street Associates Intermediate LLC
8. Binford Street Associates LLC
9. Bowling Green Associates Intermediate LLC
10. Bowling Green Associates LLC
11. Brookstone Drive Associates Intermediate LLC
12. Brookstone Drive Associates LLC
13. Bryn Mawr Abstract Inc.
14. Burbank Drive Associates Intermediate II LLC
15. Burbank Drive Associates Intermediate LLC
16. Burbank Drive Associates LLC
17. Campus Club Associates Intermediate LLC
18. Campus Club Associates LLC
19. Campus Edge Associates Intermediate LLC
20. Campus Edge Associates LLC
21. College Park Campus Partners Inc.
22. College Park Investments LLC
23. College Park Management LLC
24. College Park Management TRS Inc.
25. College Park Management Inc.
26. College Park Telecommunications Inc.
27. The Commons II LLC
28. Corporate Flight Services Inc.
29. Corporate Flight Services LLC
30. Croyden Avenue Associates LLC
31. Denton Associates LLC
32. East Eighth Street Associates LLC
33. FDWR Parent LLC
34. Fort Detrick/Walter Reed Army Medical Center Housing LLC
35. Fort Eustis/Fort Story Housing LLC
36. Fort Gordon Housing LLC
37. Fort Hamilton Housing LLC
- * 38. Gainesville Associates Intermediate LLC
39. Gainesville Associates LLC
40. GH 353 Associates Inc.
41. GH 3175 JFK Associates GP LLC
42. GH Affiliated Inc.
43. GH Bella Vista LLC
44. GH Capital Partners LLC

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45. GH College Park Inc.
46. GH CP Asset Services LLC
47. GH CP Commercial Realty Services LLC
48. GH CP Residential Realty Services LLC
49. GH Equities Inc.
50. GH Knightlex Inc.
51. GH LVWD Inc.
52. GH MEDART Ltd.
53. GH Military Housing LLC
54. GH New ARMED LLC
55. GH Northwest Inc.
56. GH Park Inc.
57. GH State College Ltd.
58. GHTOMED Ltd.
59. GH Valley Forge Inc.
60. GH Windsor Inc.
61. GH-Alt Inc.
62. GHCP LLC
63. GHJP Inc.
64. GH-NSP LLC
65. GHTX LLC
66. GH University Crossing Associates GP LLC
67. GMH Associates Inc.
68. GMH Benham Hensel Phelps Military Communities LLC
69. GMH Business Support Inc.
70. GMH Capital Partners Commercial Realty Services Inc.
71. GMH Communities GP Trust
72. GMH Communities GP LLC
73. GMH Communities Services Inc.
74. GMH Communities Trust
75. GMH Domestics Inc.
76. GMH Independent Member I Inc.
77. GMH Independent Member II Inc.
78. GMH LP LLC
79. GMH Military Housing – Bliss/WSMR Limited Partner LLC
80. GMH Military Housing – FDWR LLC
81. GMH Military Housing – Fort Carson LLC
82. GMH Military Housing – Stewart Hunter LLC
83. GMH Military Housing – AETC General Partner LLC
84. GMH Military Housing – AETC Limited Partner LLC
85. GMH Military Housing Construction LLC
86. GMH Military Housing Development LLC
87. GMH Military Housing – Fort Gordon LLC
88. GMH Military Housing Hampton Roads LLC
89. GMH Military Housing Investments LLC
90. GMH Military Housing Management Fort Carson LLC

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91. GMH Military Housing Management LLC
92. GMH Military Housing – Navy Northeast LLC
93. GMH Military Housing LLC
94. GMH Military Housing – Bliss General Partner LLC
95. GMH Military Housing – Fort Hamilton LLC
96. GMH Military Housing – Stewart Terrace LLC
97. GMH Mountain Trails Gallery LLC
98. GMH Northeast Housing Design/Build LLC
99. GMH Philadelphia Barrage LLC
100. GMH Properties GP LLC
101. GMH Properties LP LLC
102. GMH Realty of Florida Inc.
103. GMH Realty Inc.
104. GMH Residential Realty Inc.
105. GMH Restaurant Enterprises LLC
106. GMH Restaurant Holdings LLC
107. GMH/AB Cemtex Military Communities LLC
108. GMH/AEW Associates LLC
109. GMH/Benham Military Communities II LLC
110. GMH/Benham Military Communities LLC
111. GMH/FW Military Communities LLC
112. GMH/GF Student Housing Associates LLC
113. Grandmarc UCR Intermediate LLC
114. Grandmarc UCR LLC
115. Greenville Associates Intermediate LLC
116. Greenville Associates LLC
117. Hattiesburg Associates Owner LLC
118. Hattiesburg Associates LLC
119. Insight Advertising Inc.
120. J.A. Jones Trustee Inc.
121. Klotz Road Associates Intermediate LLC
122. Klotz Road Associates LLC
123. Knotty Pine Associates Intermediate II LLC
124. Knotty Pine Associates Intermediate LLC
125. Knotty Pine Associates LLC
126. Lanier Drive Associates Intermediate LLC
127. Lanier Drive Associates LLC
128. Lankford Drive Associates LLC
129. Lankford Drive Associates Intermediate LLC
130. Lincoln Boulevard Associates Intermediate LLC
131. Lincoln Boulevard Associates LLC
132. Lubbock Main Street Associates Intermediate LLC
133. Lubbock Main Street Associates LLC
134. Lubbock Two Intermediate LLC
135. Lubbock Two Associates LLC
136. Lynchburg Associates Intermediate LLC

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137. Lynchburg Associates LLC
138. Malvern Capital Partners LLC
139. Monks Road Associates LLC
140. Morgantown Associates Intermediate LLC
141. Morgantown Associates LLC
142. Nebraska Charleston Associates Intermediate LLC
143. Nebraska Charleston Associates LLC
144. Neff Avenue Associates Intermediate LLC
145. Neff Avenue Associates LLC
146. New Towmed LLC
147. Newton Square Partners LLC
148. Nittany Crossing Intermediate LLC
149. Northeast Housing LLC
150. Oak Tree Associates Intermediate LLC
151. Oak Tree Associates LLC
152. Orchard Trails Housing LLC
153. Palisades Drive Associates Intermediate LLC
154. Palisades Drive Associates LLC
155. Palm Desert Mountain Trails Gallery LLC
156. Peach Grove Associates Intermediate LLC
157. Peach Grove Associates LLC
158. Racine Drive Associates Intermediate LLC
159. Racine Drive Associates LLC
160. Reno Associates LLC
161. Richmond Parkway Associates Intermediate LLC
162. Richmond Parkway Associates LLC
163. RJTL LLC
164. RPBR LLC
165. Rutherford Boulevard Associates Intermediate II LLC
166. Rutherford Boulevard Associates Intermediate LLC
167. Rutherford Boulevard Associates LLC
168. Sacramento Fourth Avenue Associates Intermediate LLC
169. Sacramento Fourth Avenue Associates LLC
170. Savoy Village Associates LLC
171. Seminole Ridge Associates Intermediate LLC
172. Seminole Ridge Associates LLC
173. Seminole Suites Associates Intermediate LLC
174. Seminole Suites Associates LLC
175. South Carolina Associates LLC
176. Southeast Region I LLC
177. Southeast Region II LLC
178. Southeast Region III LLC
179. Southeast Region IV Intermediate LLC
180. Southeast Region IV LLC
181. State College Intermediate LLC
182. Sterling Way Associates LLC

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TALLAHASSEE, FLORIDA

183. Stewart Hunter Housing LLC
184. Thach Avenue Associates LLC
185. Third Street Associates Intermediate LLC
186. Third Street Associates LLC
187. Towmed Housing LLC
188. Towmed Intermediate LLC
189. Twenty Seventh Street Associates Intermediate LLC
190. Twenty Seventh Street Associates LLC
191. University Commons Associates LLC
192. University Commons Intermediate Associates LLC
193. Varsity Lane Associates Intermediate LLC
194. Varsity Lane Associates LLC
195. Washington Avenue Associates Intermediate LLC
196. Washington Avenue Associates LLC
197. Willowtree Associates I Intermediate Non-Managing LLC
198. Willowtree Associates I Intermediate LLC
199. Willowtree Associates I LLC
200. Willowtree Associates II Intermediate Non-Managing LLC
201. Willowtree Associates II Intermediate LLC
202. Willowtree Associates II LLC
203. Ximeno Avenue Associates LLC

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