M04000004839

Florida Department of State

Division of Corporations
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REGISTERED AGENT CHANGE

TRAILS GP, LLC

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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: Trails GP, LLC
2. The mailing address of the limited liability company is : PO Box 2529, Frisco TX 75034

3. Date of filing/registration in Florida: 11/8/2004
4. Document number: M04000004839

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Name: Corporation Service Company
Address: 1201 Hays Street
City, State and Zip: Tallahassee, FL 32301

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

Name: C T Corporation System
Florida street address (P.O. Box NOT acceptable): 1200 South Pine Island Road
City, State and Zip: 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.

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

Kim Baggett
(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.

C T Corporation System
Michael E. Jones — Michael E. Jones, Assistant Secretary
(Signature of Registered Agent)

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

INH3137(10/99)

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STATE OF TEXAS }

COUNTY OF COLLIN }

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Kenneth E. Hendrycy, the Vice President and Counsel of Thousand Trails, L.P. ("the Corporation"), a Limited Partnership under the laws of the State of Delaware, and of the subsidiary entities shown on the list appended hereto does hereby appoint Kim Baggett and Michael Jones as attorney-in-fact for the Corporation and for the subsidiary entities to act for the Corporation and for the subsidiary entities and in the name of the Corporation and of the subsidiary entities for the limited purposes authorized herein.

The Corporation and the subsidiary entities, 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 as reflected on the attachment on or about June 1, 2005.

The execution of any documents necessary for the purposes set forth herein, Kim Baggett shall exercise the power of Vice President and Michael Jones shall exercise the power of Secretary.

This Power of Attorney expires when revoked by Kenneth E. Hendrycy or on December 31, 2005 whichever fist occurs.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 4th day of February, 2005.

Thousand Trails, L.P. (The Corporation)

Kenneth E. Hendrycy
(Name) (Signature)

Vice President & Counsel
(Title)

Subscribed and sworn to before me this 4th day of February, 2005.

Patricia Tschirhart
Notary Public

Commission Expires: 4-16-05

PATRICIA TSCHIRHART
Notary Public
STATE OF TEXAS
My Comm. Exp. April 16, 2005

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