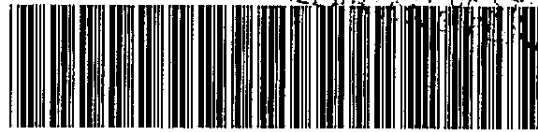


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2006 APR 20 P 1:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



400070879724

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 13, 2006

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

RE: KEY CLUB HOTEL MANAGEMENT LLC

Dear Sir/Madam:

For your information, the above company is qualified/incorporated to do business in your state and we now enclose the necessary documents required to effect Change of Agent to National Corporate Research, Ltd.

In connection with this matter, we ask that you please have it filed in your office upon receipt and return the evidence to this office by means of the self-addressed envelope which we have enclosed for your convenience.

We also enclose our check made payable to your state in payment of filing fees.

Should you have any questions in regard to the above, please do not hesitate to give me a telephone call.

Thanks again,


Rose Marie L. Cole
Customer Service Representative

RLC
ENCLOSURE
REGULAR MAIL

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is:

KEY CLUB HOTEL MANAGEMENT LLC

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

c/o Loeb Partners Realty LLC 521 Fifth Ave., 23rd Floor, New York NY 10175

January 3, 2005

M0500000027

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:

C T Corporation System

Name

1200 South Pine Island Road

Address

Plantation FL 33324

City, State and Zip

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

National Corporate Research, Ltd., Inc.

Name

515 East Park Avenue

Florida street address (P.O. Box NOT acceptable)

Tallahassee FL 32301

City, State and Zip

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)

ALAN L. GORDON

(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.

Rose Marie Cole
(Signature of Registered Agent)

Rose Marie Cole, Asst. Secretary

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

FILING FEE: \$25.00