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From:

: C T CORPORATION SYSTEM Account Name

Account Number : FCA000000023 ; (850)222-1092 Phone

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REGISTERED AGENT CHANGE

SCI GATEWAY AT GLADES FUND 28, LLC

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## POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Anne S. Brooks, the Vice President of SCI Real Estate Investments, LLC ("the Company"), a limited liability company organized under the taws of Virginia, and representative of the Company's affiliated entities shown on the list appended hereto as Exhibit A (the "Affiliated Entities") does hereby appoint Carollna Botero and Erin McBrearty as attorney-in-fact for the Company and the Affiliated Entities for the limited purposes authorized herein.

The Company, 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 Company's registered agent and registered office, or the agent and office of similar import, in any state to C T Corporation System (or affiliated entity).

In the event that any member of the Company hereafter objects to the execution of this Power of Attorney and/or the change of registered agent and registered office of the Company to C T Corporation System, C T Corporation System shall, at its own cost and expense, change the registered agent and registered office of the Company to such agent and office as was designated immediately prior to the date hereof.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 15th day of November 2007.

Anne S. Brooks Vice President

STATE OF California

COUNTY OF Los Angeles

The foregoing instrument was soknowledged before me this 15th day of November, 2007, by Anne S. Brooks, as Vice President on behalf of SCI Real Estate Investments, LLC, a Virginia limited liability company, and such individual is personally known to me.

My Commission Expires: Dec. 8, 2009

[NOTARIAL SEAL]

Sign Name: Wicole M. Calouro Print Name: Nicole M. Calouro Notary Public

Serial No. (none if blank): 1627962

NICOLE M. CALOURO
Commission # 1427942
Notary Aubic - Colifornia
Los Angeles County
My Comm. Expires Dec 8, 2009

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Exhibit A

EXHIDITA
SCI Gateway At Club Fund 1, LLC
SCI Gateway At Club Fund 10, LLC
SCI Gateway At Club Fund 11, LLC
SCI Gateway At Club Fund 12, LLC
SC) Gateway At Club Fund 13, LLC
SC! Gateway At Club Fund 14, LLC
SCI Gateway At Club Fund 15, LLC
SCI Gateway At Club Fund 16, LLC
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SCI Gateway At Club Fund 7, LLC
SCI Gateway At Club Fund 8, LLC
SCI Gateway At Club Fund 9, LLC
SCI Gateway At Club Fund, 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: SCI Gateway At Club Fund 28, LLC 2. The mailing address of the limited liability company is: 11620 WILSHIRE BLVD 10th FLOOR LOS ANGELES, CA 90025 M07000005481 09/11/07 3. Date of filing/registration in Florida Document number 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 32301-2525 City, State and Zip 6. The name and address of the new registered agent and/or office: C T Corporation System Name 1200 South Pine Island Road Florida street address (P.O. Box NOT acceptable) 33324 Plantation 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 affurmative 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 of authorized representative of a transper) Curolina Botero (Printed or typed name of signce) 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 fitted 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. Corporation System COMME BROWN

> Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314 FILING FEE: \$25.00

INHS18 (8/05)

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(Signature of Registered Agent)