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M 80412

May 10, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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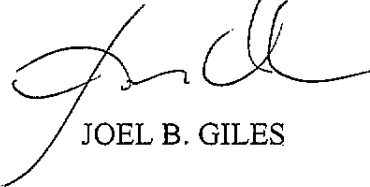
Re: Queen's Harbour Yacht & Country Club, Inc.

Dear Sir or Madam:

I shall very greatly appreciate your filing the enclosed Statement of Change of Registered Office or Registered Agent or Both for the subject corporation and sending me a certified copy of the document once it is filed. I have enclosed my firm's Check No. 247294, in the amount of \$43.75, which should be sufficient to pay the filing fee and the certified copy fee in connection therewith. In the event that the enclosed check is not sufficient, please call me immediately. Otherwise, I shall look forward to receiving the certified copy of the enclosed document in the near future.

Sincerely,

CARLTON FIELDS


JOEL B. GILES

JBG/kf
Enclosure

FILED
00 MAY 18 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CHG

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT OR BOTH

Pursuant to the provisions of Sections 607.0502(1) of the Florida Statutes, QUEEN'S HARBOUR YACHT & COUNTRY CLUB, INC., a corporation organized and existing under the laws of the State of Florida with its principal place of business at (and the mailing address of which is) 13361 Atlantic Boulevard, Jacksonville, Florida 32225, (the "Corporation") submits this statement in order to change its registered office or registered agent or both in the State of Florida.

1. The name of the Corporation is QUEEN'S HARBOUR YACHT & COUNTRY CLUB, INC.
2. The mailing address of the Corporation is 13361 Atlantic Boulevard, Jacksonville, Florida 32225.
3. The date of incorporation or qualification of the Corporation in the State of Florida is May 11, 1988, and the document number of the Corporation is M80412.
4. The name and street address of the current registered agent and office of the Corporation are:

Thomas C. Schultz
2325 Ulmerton Road, Suite 20
Clearwater, Florida 33762

5. The name and street address of the new registered agent and office of the Corporation are:

Joel B. Giles, Esquire
Carlton Fields
200 Central Avenue, Suite 2300
St. Petersburg, Florida 33701

The street address of the registered office of the Corporation and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by the board of directors of the Corporation or by an officer of the Corporation so authorized by the board of directors as of April 28, 2000.

QUEEN'S HARBOUR YACHT &
COUNTRY CLUB, INC.

By: _____

J. THOMAS DODSON, JR.,
its President

(CORPORATE SEAL)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 18 PM 2:03

FILED

ACCEPTANCE OF REGISTERED AGENT

Having been appointed as registered agent to accept service of process for QUEEN'S HARBOUR YACHT & COUNTRY CLUB, INC., I hereby consent to and accept my appointment as registered agent and agree to act in that capacity; I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and I acknowledge that I am familiar with and accept the obligation of my position as registered agent, all as of April 28, 2000.



JOEL B. GILES