

UPCHURCH, BAILEY AND UPCHURCH, P. A.

ATTORNEYS AT LAW
ESTABLISHED 1925

780 NORTH PONCE DE LEON BOULEVARD
SAINT AUGUSTINE

PLEASE REPLY TO
POST OFFICE DRAWER 3007
SAINT AUGUSTINE, FLORIDA 32085-3007

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HAMILTON D. UPCHURCH
FRANK D. UPCHURCH, JR.
OF COUNSEL

FRANK D. UPCHURCH
(1894-1986)

M 9/1942
October 10, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

700002320537--3
-10/15/97--01035--008
****105.00 *****35.00

Re: Statement of Change of Registered Officer and Registered
Agent
Our File No. 6-94-272

Dear Sir or Madam:

I enclose three (3) original fully executed Statements of Change of Registered
Office or Registered Agent for the following corporations:

Florida Golf Development Corporation
Ponce de Leon Resort and Convention Center, Inc.
Ponce Island Development Corporation

Also enclosed is my firm's check made payable to the Secretary of State in the total
amount of \$105.00 representing the filing fee of the three (3) statements (\$35.00 each).

Sincerely,

John D. Bailey, Jr.
John D. Bailey, Jr.

JDBjr/gb
Enclosures
cc(w/encls): Mr. Orin Schepps

P.A. Change
10-17-97
CC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 17 11 31 AM '97

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508 or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida 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 corporation is: Ponce de Leon Resort and Convention Center, Inc.
2. The mailing address of the corporation is: 4000 U.S. Highway 1 North, St. Augustine, Florida 32095
3. Date of incorporation/qualification: 06/15/89 Document number: K95908
4. The name and address of the current registered agent and office:

CT Corporation System
8751 West Broward Boulevard
Plantation, Florida 33324

5. The name and address of the new registered agent and office (P.O. Box Not Acceptable)

John D. Bailey, Jr.
780 North Ponce de Leon Boulevard
St. Augustine, Florida 32084

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SECRETARY OF STATE
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The street address of its registered office 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 its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice-chairman of the board) 9/30/97
(Date)

Jin-Hyun Weatherly Ahn, President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

(Signature of registered agent) 10/10/97
(Date)

If signing on behalf of an entity:

(Typed or Printed Name) _____
(Date)

CR2E045(1/95)

Filing Fee: \$35.00