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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN DEC 7 2002

**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: LNR Heron Millennium Holdings, LLC
2. The mailing address of the limited liability company is : 1601 Washington Avenue, 8th Floor
Miami Beach, Florida 33139

- 8/24/99 H99000021207
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:

Shelly L. Rubin
Name
760 NW 107th Avenue, Suite 300
Address
Miami, Florida 33172
City, State and Zip

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

Shelly L. Rubin
Name
1601 Washington Avenue, 8th Floor
Florida street address (P.O. Box NOT acceptable)
Miami Beach FL 33139
City, State and Zip

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TALLAHASSEE, FLORIDA

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.

LNR Millennium Manager, Inc., a Florida corporation, its manager

By: [Signature]
(Signature of a member or authorized representative of a member)

Shelly L. Rubin, Vice President

(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. On 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.

[Signature]
(Signature of Registered Agent)

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