

M 99000001398



ACCOUNT NO. : 072100000032
 REFERENCE : 529314 5012715
 AUTHORIZATION : *Patricia Pizito*
 COST LIMIT : \$ 25.00

FILED
 02 MAY 17 AM 9:10
 SECRETARY OF STATE
 FALLAHASSE, FLORIDA

ORDER DATE : April 15, 2002
 ORDER TIME : 10:38 AM
 ORDER NO. : 529314-430
 CUSTOMER NO: 5012715
 CUSTOMER: Ms. Allison Benjamin
 Blackacre Capital Group
 450 Park Avenue
 28th Floor
 New York, NY 10022

RECEIVED
 02 MAY 17 AM 11:32
 SECRETARY OF STATE
 FALLAHASSE, FLORIDA

CHANGE OF AGENT

NAME: BLACKACRE NAPLES I, LLC

700005557617--0

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
 XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar

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: BLACKACRE NAPLES I, LLC

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

450 Park Avenue, 29th Floor, New York, NY 10022

09/07/1999

M99000001398

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:

Lexis Document Services

Name

3953 W. W. Kelley Rd.

Address

Tallahassee, FL 32311

City, State and Zip

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

Corporation Service Company

Name

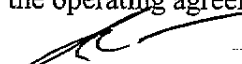
1201 Hays Street

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

Tallahassee FL 32301

City, State and Zip

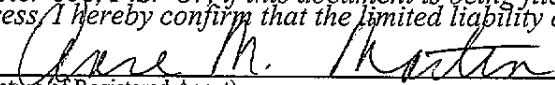
If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida 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)

Ira Weisman, Authorized Representative

(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.


(Signature of Registered Agent) Anne M. Martin, Asst. Vice President

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

FILED
02 MAY 17 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA