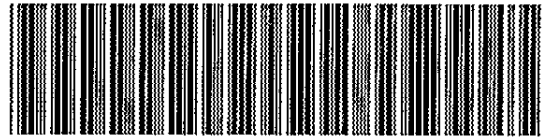


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02 NOV 13 AM 10:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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11/13/02--01077--007 **175.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



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**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, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

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TALLAHASSEE, FLORIDA

1. The name of the corporation: FIFTEEN BENNETT INVESTORS, LLC
2. The principal office address: 1680 MICHIGAN AVENUE, EIGHTH FLOOR
MIAMI BEACH, FL 33139 *NEW ADDRESS
3. The mailing address (if different): _____

4. Date of incorporation/qualification: 10/1/1999 Document number: M99000001549

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

SANDERS, IAN
763 COLLINS AVENUE, SUITE 304
MIAMI BEACH, FL 33139

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

SANDERS, IAN
1680 MICHIGAN AVENUE, EIGHTH FLOOR
(P.O. Box or personal mailbox NOT acceptable)
MIAMI BEACH, FL 33139


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, or the corporation has been notified in writing of the change.

(Signature of an officer, chairman or vice chairman of the board)

(Printed or typed name and title)

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.


(Signature of Registered Agent)

11/6/02
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO:
DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314