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ACCOUNT NO. : 072100000032

REFERENCE : 839846 7103152

AUTHORIZATION : *Patricia Pigeto*

COST LIMIT : \$ 35.00

FILED
00 SEP 25 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 22, 2000

ORDER TIME : 5:0 PM

ORDER NO. : 839846

CUSTOMER NO: 7103152

CUSTOMER: Scott Ketchum, Esq
Goodlette Coleman & Johnson,
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

500003401985--6

CHANGE OF AGENT

NAME: TURTLE BAY II AT BRIDGEWATER
BAY CONDOMINIUM ASSOCIATION,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

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Q. COULLETTE SEP 25 2000

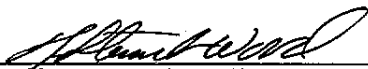
**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

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: Turtle Bay II at Bridgewater Bay Condominium Association, Inc.
2. The mailing address of the corporation is: 2055 Trade Center Way, Naples, Florida 34109
3. Date of incorporation/qualification: 04/05/2000 Document number: N00000002257
4. The name and address of the current registered agent and office:
Tamela E. Wiseman
600 Fifth Avenue South, Suite 301
Naples, Florida 34102
5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)
Scott M. Ketchum
4001 Tamiami Trail North, Suite 300
Naples, Florida 34103

The street address of its registered agent 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.

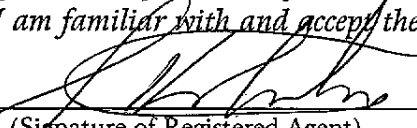

(Signature of an officer, chairman or vice chairman of the board)

September 20, 2000
(Date)

Stuart Wood, 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)

September 20, 2000
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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