

November 21, 1997

Florida Department of State **Division of Corporations** P. O. Box 6327 Tallahassee, FL 32314

Dear Sirs:

Enclosed please find the Statement of Change of Registered Agent and the required filing fee of \$35.00.

If you need any additional information, please call me at 561-220-1010.

Thank you.

Sincerely,

WILLOUGHBY GOLF CLUB, INC.

Patricia C. Hoag

Florida Department of State, Jim Smith, Secretary of State

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 submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida. 1a. The name of the corporation is: Willoughby Golf Club, Inc. 1300 S. E. Indian Street, Stuart, FL 34997 Document number N29190 1b. Date of incorporation 11/8/88 2. The name and address of the current registered agent and office: Stephen E. Winch 1300 S. E. Indian Street, Stuart, FL 34997 The name and address of the new registered agent and office: (P.O. Box Not Acceptable) William M. Dean 585 N. E. Ocean Blvd, Stuart, FL 34996 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. Hurn C Luni Steven C. Lewis, Secretary/Treasurer SIGNATURE Typed or printed name and title October 21, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 (Registered Agent)

DATE October 21, 1997

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

CR2E045 (7-91)

FILING FEE: \$35.00