



WCI COMMUNITIES

N/49 895

July 22, 1997

24301 Walden Center Drive, Suite 300
Bonita Springs, Florida 34134
(941) 947-2600

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

200002248312--5
-07/25/97--01106--001
*****140.00 *****35.00

Re: Statement of Change of Registered Office and Registered Agent

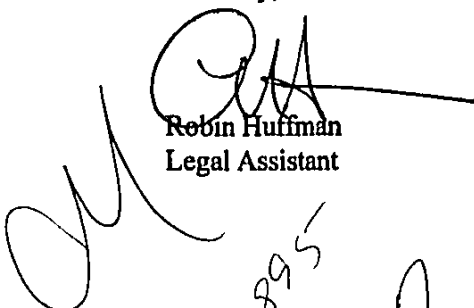
Dear Sir or Madam:

Enclosed are four (4) Statement of Change of Registered Office and Registered Agent forms for four corporations along with a copy of each. Please stamp the copies and return to me at your convenience.

In addition, enclosed is a check in the amount of \$140.00 to cover the cost of filing the above.

Should you have any questions or comments, please do not hesitate to contact me.

Sincerely,


Robin Huffman
Legal Assistant

/rh

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL 25 4:10:23

APPROVED
AND
FILED

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**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Section 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is Deering Bay Club Villas Association, Inc.
2. The name and street address of its present registered agent and registered office are:

Prentice Hall Corporation System, Inc.
120 Hays Street, Suite 105
Tallahassee, Florida 32301

3. The name and street address to which its registered agent and registered office is to be changed is:

Vivien N. Hastings, Esq.
c/o WCI Communities Limited Partnership
24301 Walden Center Drive, Suite 300
Bonita Springs, Florida 34134

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its Board of Directors dated the 22 day of July, 1997.

Deering Bay Club Villas Association, Inc.

By: _____

George R. Page

Its: _____

Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL 25 AM 10:21

APPROVED
AND
FILED

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, and 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 duties and obligations of my position as registered agent under Section 607.0505, Florida Statutes.

Vivien N. Hastings
Vivien N. Hastings, Esq.
Registered Agent