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November 2, 1998

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

Re: SouthPointe Neighborhood Association, Inc.

Dear Sir or Madam:

Please file the enclosed Statement of Change of Registered Agent and Office for the referenced corporation at your earliest possible opportunity. I am also enclosing our firm check in the amount of \$35.00 to cover all filing fees. Once the Statement has been changed, please return a file-marked copy to me in the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter.

Very truly yours,

LIVINGSTON, PATTERSON,
STRICKLAND & WEINER, P.A.

April A. Haley
April A. Haley
Corporate Legal Assistant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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

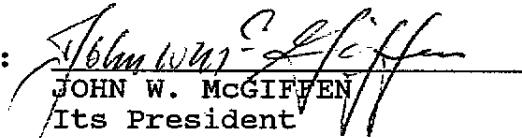
SOUTHPOINTE NEIGHBORHOOD ASSOCIATION, INC., a Florida not-for-profit corporation, hereby makes this statement for the purpose of changing its registered office and registered agent:

1. The name of the corporation is SouthPointe Neighborhood Association, Inc..
2. The street address of the corporation's present registered office is 264 Golden Gate Parkway, Suite 315, Naples, Florida 34105-3203.
3. The street address to which the registered office is to be changed is 46 N. Washington Blvd., Suite 1, Sarasota, Florida 34236.
4. The name of the corporation's present registered agent is R. Scott Price.
5. The name of the corporation's successor registered agent is Rex A. Roten.
6. The street address of the corporation's registered office and the street address of the business office of its registered agent, as changed, will be identical.
7. The foregoing changes have been authorized by the undersigned officer of the corporation acting by authority of the Board of Directors.

Dated: 10 - 28 -, 1998

SOUTHPOINTE NEIGHBORHOOD
ASSOCIATION, INC., a Florida
not-for-profit corporation

By:


JOHN W. MCGIFFEN
Its President

ACCEPTANCE

The undersigned, REX A. ROTEN, accepts appointment as registered agent of the corporation pursuant to the foregoing Statement.

Dated: OCT. 30, 1998


REX A. ROTEN

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