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(407) 425-6559
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Reply to: Fort Lauderdale

N97000004094

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

Re: Palm Beach Shores Resort and Vacation Villas Association, Inc.

400003079694--6
-12/23/99--01074--002
*****35.00 *****35.00

Dear Sir/Madam:

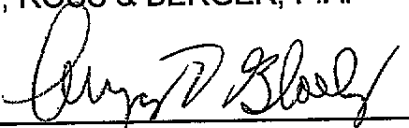
Enclosed is a Statement of Change of Registered Agent, together with a check in the amount of \$35.00 to cover filing fees.

Also enclosed is a stamped, self-addressed envelope along with a copy of the application for your convenience in returning the acknowledgment of this filing.

If you have any questions concerning this registration, please do not hesitate to contact the undersigned.

Very truly yours,

GREENSPOON, MARDER, HIRSCHFELD,
RAFKIN, ROSS & BERGER, P.A.



GREGORY J. BLODIG
For the Firm

Encs.

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FILED
99 DEC 23 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Also admitted in New York
2. Also admitted in Wisconsin
3. Also admitted in Texas
4. Also admitted in Colorado

T BROWN JAN - 6 2000

R.A. Change

**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: Palm Beach Shores Resort and Vacation Villas Association, Inc.

2. The mailing address of the corporation is: 181 Ocean Drive, Palm Beach Shores, FL 33404

3. Date of incorporation/qualification: 7/21/97 Document number: N97000004094

4. The name and address of the current registered agent and office:

Robert E. Dady

200 South Biscayne Blvd., Ste. 2100

Miami, FL 33131

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

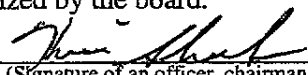
Gregory J. Blodig, Esq.

100 West Cypress Creek Rd., #700

Ft. Lauderdale, FL 33309

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

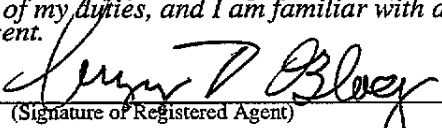
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


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

12/20/99
(Date)

Kevin Sheehan - V.P.
(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)

12-21-99
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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