

LAW OFFICES OF

KIMPTON, BURKE, WHITE & HEIDEN, P.A.

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CLEARWATER, FL 33761-2698
TELEPHONE (727) 791-0063

October 20, 2000

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

RE: Millennium Resort Realty, Inc.
Our File No. 11,451.04.6.000

Gentlemen:

Enclosed is Statement of Change of Registered Office or Registered Agent or Both for Corporation for the captioned corporation. Please file the same in the records of your office.

Please date stamp the duplicate copy enclosed with the filing information and return in the self-addressed, stamped envelope also enclosed.

Further enclosed is our check in the amount of \$35 covering your filing fees.

Sincerely,

KIMPTON, BURKE, WHITE & HEIDEN, P.A.



Robert C. Burke, Jr.

RCB/cg
Enclosures

RA Chg.

V. SHEPARD NOV 6 2000

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Florida Department of State, Katherine Harris, 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 Florida 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: **MILLENNIUM RESORT REALTY, INC.**
- 1b. The mailing address of the corporation is: **401 Corbett Street, Suite 300, Clearwater, Florida 33756**
- 1c. Date of incorporation: **September 28, 2000** Document number: **P00000092613**
2. The name and address of the current registered agent and office:

Robert C. Burke, Jr.
28059 U. S. Highway 19 North, Suite 100
Clearwater, Florida 33761

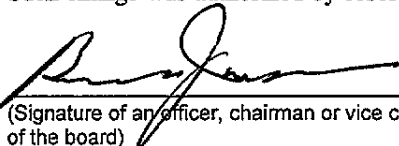
3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Bradley Jones
401 Corbett Street, Suite 300
Clearwater, Florida 33756

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

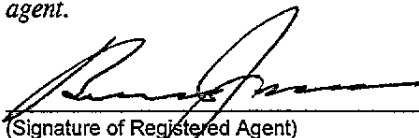
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


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

October 13, 2000
(Date)

Bradley Jones, President
(Printed or typed named and title)

Having being 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)

October 13, 2000
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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