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October 29, 2001

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-10/31/01--01046--011
*****35.00 *****35.00

Secretary of State
Division of Corporations
409 E. Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

Re: Statement of Change of Registered Office or Registered Agent or Both for Corporations for
Island Bay Resort, Inc.

Dear Sir or Madam:

Enclosed please an original and one copy of the above captioned document together with our check
in the sum of \$35.00 to cover the cost of filing. Please return the conformed copy to our office at
the above letterhead address.

Very truly yours,

Debbie Boyce

Debbie Boyce, Secretary to
James S. Lupino

DB:db
Enclosures

FILED
01 OCT 31 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. change

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**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 : ISLAND BAY RESORT, INC.
2. The mailing address of the corporation : 92530 Overseas Highway
Tavernier, Florida 33070
3. Date of incorporation/qualification: December 6, 2000 Document number: P00000112053
4. The name and address of the current registered agent and office:

Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32301

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

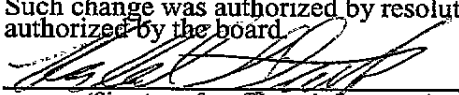
Michael S. Shipley

92530 Overseas Highway

Tavernier, Florida 33070

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)

10.25.01
(Date)

Michael S. Shipley, President

(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)

Michael S. Shipley

10.25.01
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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

CR2E045(9/00)

DIVISION OF CORPORATIONS

P.O. BOX 6327

TALLAHASSEE, FL 32314