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Theodore R. Nelson
Michael K. Feldman
Andrew E. Feldman

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 SEP -7 PM12:50

August 31, 2001

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

Re: Tropicana Investors II, Inc.

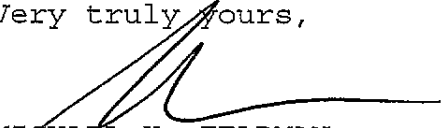
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*****35.00 *****35.00

Dear Friends:

In regard to the above matter please find enclosed statement of Change of Registered Office and Resident Agent along with our check in the amount of \$35.00 for filing fee.

Please adjust your records accordingly.

Very truly yours,


MICHAEL K. FELDMAN

MKF/csf
Encs.
c: Mr. Alan Grosman w/enc

RA Chg.

tropicii.ltr

V. SHEPARD SEP 17 2001

**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: TROPICANA INVESTORS II, INC

2. The mailing address of the corporation is: 1900 Sans Souci Blvd., North Miami,
Florida 33181

3. Date of incorporation/qualification: Aug. 3, 2001 Document number: P01000076574

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

CSC NETWORKS

1201 Hayes Street

Tallahassee, Florida 32301

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

MICHAEL K. FELDMAN, Esq.

Nelson & Feldman, P.A.
1135 Kane Concourse

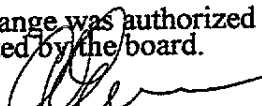
Bay Harbor Islands, FL 33154

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 SEP -7 PM 12:50

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)

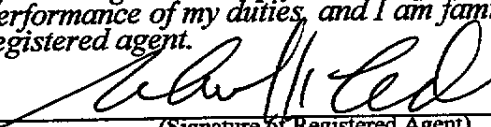
August 28 2001
(Date)

ALAN S. GROSMAN

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 K. FELDMAN

August 30 2001
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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