

P02000012345

Florida Department of State
Division of Corporations
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REGISTERED AGENT CHANGE

LNR COLLINS COVE LIMITED, INC.

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CT Chicago SPT --- Tallahassee, FL

018/013

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1503, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Florida in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: LNR COLLINS COVE LIMITED, INC.
2. The principal office address: 1601 WASHINGTON AVENUE, Suite 800, MIAMI BEACH FL 33139
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 1/4/02 Document number: P02000012345
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

DICKSTEIN, ZENA

1601 WASHINGTON AVENUE, Suite 800, MIAMI BEACH FL 33139

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

CT Corporation System

c/o CT Corporation System, 1200 South Pine Island Road

(P.O. Box NOT acceptable)

Plantation, Florida 33324

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, or the corporation has been notified in writing of the change.

By: _____

(Signature of an officer or director)

Paul Foreman, Vice President

(Printed or typed name and title)

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Lauren Froman

(Signature of Registered Agent)

1/23/06

(Date)

If signing on behalf of an entity:

CT Corporation System

(Typed or Printed Name)

Lauren Froman
Assistant Secretary

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

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

CRZED45 (8/05)

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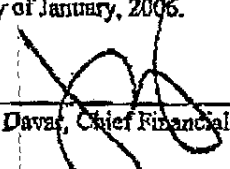
POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Dinesh Davar, Chief Financial Officer of each of the corporations set forth on the attached list consisting of three pages, (the "Corporations") each organized under the laws of the state of incorporation, does hereby appoint Paul Foreman as Vice President and attorney-in-fact and also, does hereby appoint Seann Dellenbach as Assistant Secretary and attorney-in-fact for the Corporations to act for the Corporations and in the Corporations' name for the limited purposes authorized herein.

The Corporations, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to file change of agent forms, name change amendment forms and documents of similar import, in any state, county, circuit court or local jurisdiction.

This Power of Attorney expires upon the earlier of April 30, 2006 or when revoked by the Corporations.

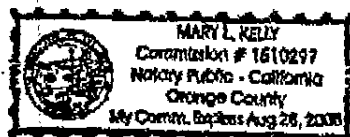
IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 18th day of January, 2006.

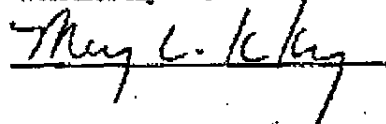

Dinesh Davar, Chief Financial Officer

State of CALIFORNIA)
County of ORANGE) "

On January 18, 2006, before me, Mary L. Kelly, Notary Public, personally appeared Dinesh Davar, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.





Attachment A

American Pacific Properties, Inc., an Oregon corporation
Antelope Housing, Inc., an Oregon corporation
LNR 99 Fund I MM, Inc., a Florida corporation
LNR 909 4th Y Limited, Inc., a Washington corporation
LNR 2001 Fund III MM, Inc., a Delaware corporation
LNR 2001 TCF Fund I GP, Inc., a Delaware corporation
LNR Academy Heights Limited, Inc., a Colorado corporation
LNR Affordable Housing, Inc., a Florida corporation
LNR Affordable Housing of the Rockies, Inc., a Colorado corporation
LNR Altoona Limited, Inc., an Oregon corporation
LNR Anderson Farms Limited, Inc., an Oregon corporation
LNR Apache Junction Limited, Inc., an Arizona Corporation
LNR Apache Pines Limited, Inc., a Nevada corporation
LNR Auburn Limited, Inc., an Oregon corporation
LNR Ashworth Woods Limited, Inc., an Oregon corporation
LNR Banning Limited, Inc., a California corporation
LNR Boalsburg II Limited, Inc., a Pennsylvania corporation
LNR Boardwalk Limited, Inc., a Washington corporation
LNR Bressi Ranch Family Housing Limited, Inc., a California corporation
LNR Brookwood Park Limited, Inc., a Michigan corporation
LNR Burlington Square Ltd, Inc., an Oregon corporation
LNR Canyon Rim Ltd, Inc., a Delaware corporation
LNR Cedar River Limited, Inc., an Oregon corporation
LNR Centennial East Limited, Inc., a Colorado corporation
LNR Central Senior Limited, Inc., a Delaware corporation
LNR Cherry Tree Limited, Inc., a California Corporation
LNR Chestnut Village Limited, Inc., a California corporation
LNR Clare House Limited, Inc., a Washington corporation
LNR Clayton Meadows Limited, Inc., an Oregon corporation
LNR Collins Cove Limited, Inc., a Florida corporation
LNR Columbia Park Limited, Inc., an Oregon Corporation
LNR Commencement Limited, Inc., an Oregon corporation
LNR Commerce City Senior Limited, Inc., a Colorado corporation
LNR Conservatory Place Court Limited, Inc., a Washington corporation
LNR Country Village Limited, Inc., an Oregon corporation
LNR Covey Run Limited, Inc., an Oregon corporation
LNR East Wenatchee Limited, Inc., an Oregon corporation
LNR Edgefield Senior Limited, Inc., an Delaware corporation
LNR Englewood Limited, Inc., an Oregon corporation
LNR Essex Limited, Inc., a Wisconsin corporation
LNR Esther Short Park Limited, Inc., a Washington corporation
LNR Federal Way Limited, Inc., an Oregon corporation
LNR Five Corners Limited, Inc., a Washington corporation
LNR Fund XII MM, Inc., a Delaware corporation
LNR Gower Court Limited, Inc., a Washington corporation
LNR Harbor Fund GP IV, Inc., an Oregon corporation

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LNR Harbor Fund GP V, Inc., an Oregon corporation
LNR Harbor Fund GP VIII, Inc., a Florida corporation
LNR Harbor Fund GP IX, Inc., a Florida corporation
LNR Hastings Limited, Inc., an Oregon corporation
LNR Hazelwood Station Limited, Inc., an Oregon corporation
LNR Hoover Housing Limited, Inc., a California corporation
LNR Horizon Pines Limited, Inc., a Nevada corporation
LNR Investment Fund XI MM, Inc., a Delaware corporation
LNR Lakewood Meadows Limited, Inc., a Washington corporation
LNR Lily Lane Limited, Inc., a Wisconsin corporation
LNR LLC Investor, Inc., a Delaware corporation
LNR LLC Manager, Inc., a Delaware corporation
LNR LP Holdings, Inc., a Florida corporation
LNR Lynwood Limited, Inc., a Florida corporation
LNR Mecker Court Limited, Inc., a Washington corporation
LNR Oak Glen Limited, Inc., a Florida corporation
LNR Orange Tree Village Limited, Inc., a California corporation
LNR Orlando Limited, Inc., an Oregon corporation
LNR Park Court Limited, Inc., a Washington corporation
LNR Park Crest Limited, Inc., an Oregon corporation
LNR Parkwood Limited, Inc., an Indiana corporation
LNR Pike Peak Limited, Inc., a Colorado corporation
LNR Racine Street Limited, Inc., a Washington corporation
LNR Richland Limited, Inc., an Oregon corporation
LNR Riverwood Village Limited, Inc., a Delaware corporation
LNR Royal Palms Limited, Inc., an Arizona corporation
LNR Santa Fe Limited, Inc., an Oregon corporation
LNR Santa Fe Limited II, Inc., a New Mexico corporation
LNR Santa Rosa Gardens Limited, Inc., a California corporation
LNR Santa Teresa Family Homes Limited, Inc., a New Mexico corporation
LNR Snow Cap Limited, Inc., a Colorado corporation
LNR SLP, Inc., a Delaware corporation
LNR South Forty Limited, Inc., a Delaware corporation
LNR Surrey Row Limited, Inc., an Oregon corporation
LNR Tax Compliance, Inc., a Delaware corporation
LNR The Oaks Limited, Inc., a Florida corporation
LNR Titus Limited, Inc., an Oregon corporation
LNR Tri-Court Limited, Inc., an Oregon corporation
LNR Village Crossing Limited, Inc., an Indiana corporation
LNR West Lincoln Limited, Inc., a California corporation
LNR Wiedemann Park Limited, Inc., an Oregon corporation
LNR Windhaven Limited, Inc., an Oregon corporation
LNR Willamette Court Limited, Inc., a Washington corporation
LNR Willow Tree Limited, Inc., a California corporation
LNR Woodspring Limited, Inc., an Oregon corporation