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ROZENCWAIG & FERRERO-CARR

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS 301 W. HALLANDALE BEACH BLVD. HALLANDALE BEACH, FLORIDA 33009

LESLIE ALAN ROZENCWAIG, P.A. ROSARIO FERRERO-CARR, P.A.

BRIAN ANDREW PFEIFER

BARRY S. YARCHIN, P.A. OF COUNSEL

TELEPHONE (954) 455-5100 TELEFAX (954) 455-6500 E-MAIL BAP@ROZENCWAIG.COM

October 19, 2005

PERSONAL AND CONFIDENTIAL

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

> RE: Our Client File Number 1205(ww)

Dear Sir or Madam:

We are in receipt of your letter dated October 11, 2005, regarding the Statement of Change of Registered Office or Registered Agent or Both filed for Millennium Real Estate Holdings Management, Inc., a copy of which is enclosed herewith. Our firm, Rozencwaig & Ferrero-Carr, is an active Florida general partnership. Please find enclosed the Sunbiz printout verifying that Rozencwaig & Ferrero-Carr is an active entity.

Please process the Statement of Change of Registered Office or Registered Agent or Both for Corporations accordingly. Thank you for your assistance. Should you have any questions, please do not hesitate to contact us.

BAP/cv Enclosures

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Cordially,

ROZENCWAIG & FERRERO-CARR

IAN A. PFEIFER. E&

For the Firm



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

October 11, 2005

ROSARIO FERRERO-CARR, ESQ. 301 W. HALLANDALE BEACH BLVD. HALLANDALE BEACH, FL 33009

SUBJECT: MILLENNIUM REAL ESTATE HOLDINGS MANAGEMENT, INC.

Ref. Number: P05000097035

We have received your document for MILLENNIUM REAL ESTATE HOLDINGS MANAGEMENT, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent designated must be an active Florida entity or a foreign entity authorized to transact business in Florida. Please correct the document.

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Anna Chesnut Document Specialist

Letter Number: 405A00061861

ROZENCWAIG & FERRERO-CARR

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS 301 W. HALLANDALE BEACH BLVD. HALLANDALE BEACH, FLORIDA 33009

LESLIE ALAN ROZENCWAIG, P.A. ROSARIO FERRERO-CARR, P.A.

BRIAN ANDREW PFEIFER

BARRY S. YARCHIN, P.A. Of Counsel TELEPHONE (954) 455-5100 TELEFAX (954) 455-6500 E-MAIL RFC@ROZENCWAIG.COM

September 21, 2005

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

> RE: Millennium Real Estate Holdings Management, Inc./Document # P05000097035 Millennium Real Estate Holdings, Ltd./Document # A05000001345 Our Client File Numbers 1205(ww) and (xx)

Dear Sir or Madam:

Enclosed please find the following documents:

- 1. Statement of Change of Registered Office or Registered Agent or Both for Corporations in connection with the Millennium Real Estate Holdings Management, Inc.
- 2. Limited Partnership Statement of Change of Registered Office or Registered Agent, or Both in connection with the Millennium Real Estate Holdings, Ltd.
- 3. Check in the amount of Seventy Dollars (\$70) representing the amount due.

Please process the same accordingly. If you have any questions, please do not hesitate to contact me.

Cordially,

ROZENCWAIG & FERRERO-CARR

ROSARIO FERRERO-CARR, ESQ.

For the Firm

RFC/cv

Enclosures

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

| ursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this attement 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. |
|--|
| . The name of the corporation: MILLENNIUM REAL ESTATE HOLDINGS MANAGEMENT, INC. |
| The principal office address: 2800 WESTON RD. SUITE 204 |
| WESTON, FLORIDA 33331 |
| . The mailing address (if different): |
| . Date of incorporation/qualification: 7/11/2005 Document number: P05000097035 |
| . The name and street address of the current registered agent and registered office on file with the Florida Department of State: |
| MILLENNIUM DEVELOPMENT ENTERPRISES INC. |
| 2500 WESTON RD., SUITE 404 |
| WESTON, FLORIDA 33331 |
| The name and street address of the new registered agent (if changed) and /or registered office (if changed): |
| ROZENCWAIG & FERRERO-CARR |
| 301 W. HALLANDALE BEACH BLVD. (P.O. Box NOT acceptable) |
| HALLANDALE BEACH, FLORIDA 33009 |
| The street address of its registered office and the street address of the business office of its registered agent, s changed will be identical. |
| uch change was authorized by resolution duly adopted by its board of directors or by an officer so uthorized by the board, or the corporation has been notified in writing of the change. |
| (Signature of an officer or director) Noel Epelboim Director (Prifted or typed name and title) |
| hereby accept the appointment as registered agent and agree to act in this capacity. further agree to comply with the provisions of all statutes relative to the proper and complete performance f my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this ocument is being filed merely to reflect a change in the registered office address, I hereby confirm that the orporation has been notified in writing of this change. |
| (Signature of Registered Agent) 9 [20 0.5 (Date) |
| f signing on behalf of an entity: |
| Rosario Fevreno-Carr, Esq. (Typed or Printed Name) |

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314 CR2E045 (8/05)

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