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www.akerman.com

407 843 7860 tel 407 843 6610 fax

December 14, 2004

Rebecca S. Matz 407 419 8419 RMatz@akerman.com

Via Federal Express

Amendment Section Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Re: Change of Registered Office/Agent

Dear Sir or Madam:

Enclosed herewith please find the following:

- 1. One (1) Limited Partnership Statement of Change of Registered Office or Registered Agent, or Both, for filing on behalf of Fun 'N Wheels, Ltd.;
- 2. Twenty-Seven (27) Statements of Change of Registered Office or Registered Agent or Both for Corporations, together with a cover sheet list of the "Corporations" for which the Statements are provided for filing;
- 3. Fifteen (15) Statements of Change of Registered Office or Registered Agent or Both for Limited Liability Company, together with a cover sheet list of the "Limited Liability Companies" for which Statements are provided for filing; and
- 4. Our check no. 154108 in the amount of \$1,355.00 to cover the cost of filing of the aforementioned Statements as follows: 28 @ \$35 = \$980 (limited partnership & corporations); 15 @ \$25 = \$375 (limited liability companies).

Amendment Section December 14, 2004 Page 2

Please do not hesitate to call me with questions concerning this matter. Thank you in advance for your assistance.

Very truly yours,

AKERMAN SENTERFITT

Relucea St. Mata

Rebecca S. Matz

For the Firm

cc: Mr. Steven R. Strayhorn (w/o encls.)

Martha A. Hartley, Esq. (w/o encls.)

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, 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: WINDERMERE PROPERTY HOLDINGS, INC.
- 2. The principal office address: 9701 Chestnut Ridge Dr., Windermere, FL 34786
- 3. The mailing address (if different):
- 4. Date of incorporation/qualification: 10/12/1994

Document number: P94000074949

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

A.G.C. CO.

200 S. Orange Ave., Ste. 2300

Orlando, FL 32801-3432

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

American Information Services, Inc.

255 S. Orange Ave., Ste. 1700

Orlando, FL 32801

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.

(Signature of an officer or director)

JEFFERSON R. VOSS - 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.

Rebecca of Wats 11-16-04
(Signature of Registered Agent)

If signing on behalf of an entity:

Rebecca S. Matz

Assistant Secretary

(Typed or Printed Name)

(Capacity)

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

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE

MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314