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FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
(904) 487-6052

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-06/19/00--01121--021
*****87.50 *****35.00

RE: filings for: BOYNTON WATERS VILLAS CORPORATION:

- ▶ change of registered office
- ▶ Articles of Amendment - Name change to ENCLAVE AT BOYNTON WATERS CORPORATION

Dear Sirs,

Please find enclosed the following original documents for filing in regard to the above referenced entity:

Statement of Change of Registered Office - please file this document first
filing fees: (\$35.00)

Articles of Amendment
filing fees: (\$35.00, plus \$8.75 for certified copy)

Please also provide a Certificate of Status for the corporation after the filings (\$8.75 fee enclosed).

I am enclosing the corporation's check number 5586 for payment of fees as follows:

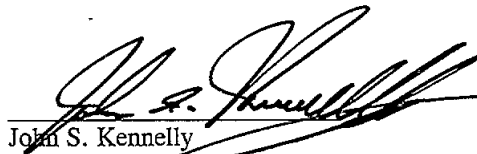
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|---|---------|
| filing Statement of Change of Registered Office | \$35.00 |
| filing Articles of Amendment | \$35.00 |
| Certified copy of Articles of Amendment | \$8.75 |
| Certificate of Status | \$8.75 |
| Total Enclosed | \$87.50 |

Please return the certified copy and certificate of status to my office address:

John S. Kennelly, Esq.
6849 Cobia Circle
Boynton Beach, FL 33437

by mail. Thank you for your assistance. If you have any questions or comments, please do not hesitate to contact me.

Yours sincerely,


John S. Kennelly

RA Chg.

V SHEPARD JUN 26 2000

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 19 AM 7:44

**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: Boynton Waters Villas Corporation

2. The current mailing address of the corporation is:

4950 N. Dixie Highway, Suite "A", Fort Lauderdale, FL 33334

3. The new mailing and principal address of the corporation is:

6849 Cobia Circle, Boynton Beach, FL 33437

4. Date of incorporation/qualification: 06/07/1995 Document number: P95000043901

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

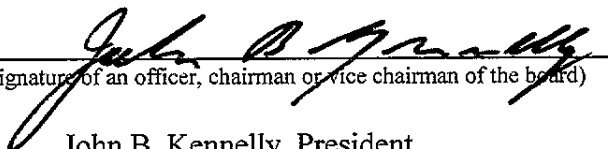
John S. Kennelly, Esq.
4950 N. Dixie Highway, Suite "A"
Fort Lauderdale, FL 33334

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

John S. Kennelly, Esq.
6849 Cobia Circle
Boynton Beach, FL 33437

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)
John B. Kennelly, President
(Printed or typed name and title)

June 14, 2000
(Date)

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00 JUN 19 AM 7:44

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.



John S. Kennelly, Esq.

June 14, 2000

(Date)