

ATLANTIC GULF
COMMUNITIES

Joel K. Goldman
Vice President • General Counsel

November 11, 1999

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

996000056715

Via Certified Mail

Re: Statement of Change of Registered Office or Registered Agent or Both For Corporations
("Statement of Change")

I am enclosing Statements of Change for the following corporations:

1. AG Sanctuary of Orlando, Inc.
2. AG Title Corporation
3. AG-NTC, Inc.
4. AGC CL Limited Partner, Inc.
5. AGC Homes, Inc.
6. AGC Sanctuary Corporation
7. AGC-SP4, Inc.
8. AGC-SP5, Inc.
9. Atlantic Gulf C.C. Corp.
10. Atlantic Gulf Commercial Realty, Inc.
11. Atlantic Gulf Communities Management Corporation
12. Atlantic Gulf Communities Service Corporation
13. Atlantic Gulf Development, Inc.
14. Atlantic Gulf Engineering Company
15. Atlantic Gulf of Tampa, Inc.
16. Atlantic Gulf Realty, Inc.
17. Atlantic Gulf Receivables Corporation
18. Atlantic Gulfshore Natures Cove, Inc.
19. Atlantic Gulf Utilities, Inc.
20. Atlantic Gulf Water's Edge, Inc.
21. Community Title Agency, Incorporated
22. Country Lakes Development Corporation
23. Environmental Quality Laboratory, Incorporated
24. EQL Environmental Services, Inc.
25. Five Star Homes, Inc.
26. Fox Creek Development Corporation
27. FRC Investments, Inc.
28. GDV Financial Corporation
29. General Development Acceptance Corporation
30. General Development Air Service, Inc.
31. General Development Commercial Credit Corp.
32. General Development Headquarters Corp.
33. General Development Resorts, Inc.
34. General Development Sales Corporation
35. General Development Service Corporation
36. General Development Utilities, Inc, Inc.
37. Grand Oaks Development Corporation
38. Grand Oaks Holding Company
39. Hunter Trace Development Corporation

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40. Lakeside Development of Orlando, Inc.
41. Las Olas Tower at River Walk, Inc.
42. Longwood Utilities, Inc.
43. Maplewood Development Corporation
44. Miramar Rock, Inc.
45. NT Development Corporation
46. Ocean Grove, Inc.
47. Regency Island Dunes, Inc.
48. Sabal Trace Development Corporation
49. Saxon-DeBary, Inc.
50. Spring Valley Holding Company
51. Summerchase Development Corporation
52. Sunset Lakes Development Corporation
53. Town & Country II, Inc.
54. Waterford-Orlando, Inc.
55. West Bay Club Development Corporation
56. West Bay Holding Corporation
57. West Bay Realty, Inc.
58. West Frisco Development Corporation
59. Windsor Palms Corporation
60. XYZ Insurance, Inc.
61. West Meadows Property Owners Association, Inc.
62. Saxon Woods Property Owners Association, Inc.
63. The Port Malabar Interchange Master Association, Inc.
64. Murdock Park of Commerce Property Owners Association, Inc.
65. Falcon Trace Property Owners' Association, Inc.
66. The West Bay Golf Club, Inc.

I have included a check in the amount of \$2310.00 as payment for the filing fee.

Sincerely,



Joel K. Goldman

JKG/cr

enclosures

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TALLAHASSEE, FLORIDA

Florida Department of State, Sandra B. Mortham, Secretary of State

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

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: AG Sanctuary of Orlando, Inc.

2. The mailing address of the corporation is: 2601 South Bayshore Drive Miami, FL 33133

3. Date of incorporation/qualification: 10/12/94 Document number: P94000075630

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

Joel K. Goldman
2601 S. Bayshore Drive - 4th Floor
Miami, FL 33133

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

Karl Lawrence Gragg
White & Case
200 S. Biscayne Blvd., Suite 4900
Miami, FL 33131-2310

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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)

11/17/99
(Date)

Joel Goldman, Vice President
(Printed or typed name and title)

11/17/99
(Date)

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.

Corporation Service Company
Karl Lawrence Gragg
(Signature of Registered Agent)

11/18/99
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)