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MORRISON & CONROY

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

875 SIXTH AVENUE SOUTH
NAPLES, FLORIDA 34102
(841) 848-5200

J. THOMAS CONROY, III
BOARD CERTIFIED REAL ESTATE LAWYER
DAVID N. MORRISON

TELECOPIER (841) 848-8140

January 29, 1997

FILED
97 JAN 31 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
The Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-01/31/97--01035--004
*****35.00 *****35.00

Re: **Charleston Court Tract R Development Group, Inc.**
P96000083041
Change of Registered Agent

Dear Sir/Madam:

Enclosed please find the original and one copy of a Change of Registered Agent for the above-referenced corporation. Also enclosed is a check in the amount of \$35.00, you fee for filing this document.

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.



Diane Whitacre, Secretary to
J. Thomas Conroy, III

JTC/dw
Encl.

VS FEB 7 1997

R A Chg.

Charter No. P96000083041

Date Filed October 8, 1996

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: CHARLESTON COURT TRACT R DEVELOPMENT GROUP, INC.

2. The name and address of its present registered agent is:

CORPORATION INFORMATION SERVICES, INC.
1201 Hays Street
Tallahassee, Florida 32301

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

J. THOMAS CONROY, III

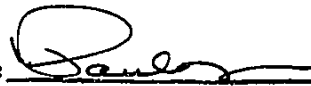
975 Sixth Avenue South

Naples, Florida 33940

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

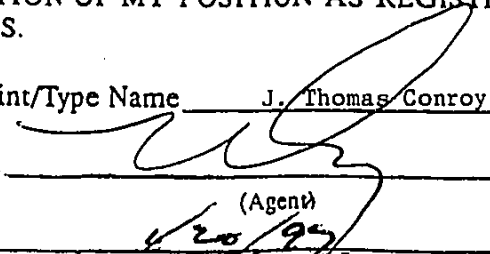
Paula Davis
(Typed or printed name and title)

Signature 
(President or Vice President)

Date 1-22-97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name J. Thomas Conroy, III

Signature 

(Agent)

Date 1/20/97

FILING FEE \$35