

P97000032426

BAUER & TWOHEY, P.A.

ATTORNEYS AT LAW

Sherwood "Chip" Bauer, Jr.*

Christopher J. Twohey

*Also Admitted in Connecticut

Vicki Plummer-Wellmaker
Paralegal

312 Denver Avenue • Stuart, FL 34994

August 21, 1997

Telephone: (561) 221-8221

Facsimile: (561) 221-8225

Teresa Brown
Corporate Specialist
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: PHOENIX PROPERTY MANAGEMENT, INC.

REFERENCE NO.: P97-000032426

LETTER NO.: 797A00035166

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-09/11/97--01080--015

*****35.00 *****35.00

Dear Ms. Brown:

Enclosed you will find this firms check in the amount of \$35.00 payable to the Department of State for the filing fee in connection of the recording of the Change of Registered Agent of the referenced corporation.

Should you have any questions or comments, please do not hesitate to give my office a call.

Very truly yours,
BAUER & TWOHEY, P.A.


Christopher J. Twohey

CJT/jsm

cc: Linda Moutogiannis

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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R.A. Change

CHANGE OF REGISTERED AGENT

Pursuant to the authority of Section 607.0502 of the Florida Business Corporation Act, the

following statement is made:

1. The name of the corporation is PHOENIX PROPERTY MANAGEMENT, INC.
2. Date of Incorporation is April 9, 1997. Document Number is P97000032426.
3. The present street address of the corporation's registered office is 6216 SE Monticello Terrace, Hobe Sound, FL 33455.
4. The street address of the registered office of the corporation is to be changes to 312 Denver Avenue, Stuart, Florida 34994.
5. The name of the corporation's registered agent is to be changed to Christopher J. Twohey, Esq.
6. The street address of the corporation's registered agent office and the street address of the business office of its registered agent, as changed, will be identical.
7. The change was authorized by the President of the corporation, as authorized by the Board of Directors.

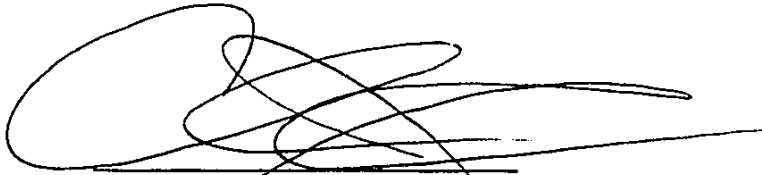
Dated this 26 Day of August, 1997.


LINDA MOUTOGIANNIS, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Change of Registered Agent, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

A large, stylized handwritten signature in black ink, appearing to read 'Christopher J. Twohey', is written over a horizontal line.

CHRISTOPHER J. TWOHEY, ESQ.
BAUER & TWOHEY, P.A.
312 Denver Avenue
Stuart, Florida 34994
(561) 221-8221



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 3, 1997

CHRISTOPHER J. TWOHEY
BAUER & TWOHEY, P.A.
312 DENVER AVENUE
STUART, FL 34994

SUBJECT: PHOENIX PROPERTY MANAGEMENT, INC.
Ref. Number: P97000032426

We have received your document for PHOENIX PROPERTY MANAGEMENT, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

We are enclosing a computer printout which reflects the registered agent and registered office now on file with this office. Please amend your document accordingly.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return the enclosed check for \$35.00 or a newly issued check with your corrected document.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 597A00043898