

P97000102435

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(Business Entity Name)

(Document Number)

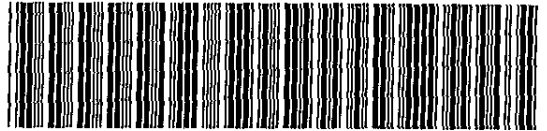
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ST. JOE/CNL PLAZA, INC.

(Name of corporation)

DOCUMENT NUMBER: P970000102435

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

SUSAN G. WHITLATCH

(Name of person)

THE ST. JOE COMPANY

(Name of firm/company)

245 RIVERSIDE AVENUE SUITE 500

(Address)

JACKSONVILLE, FL 32202

(City/state and zip code)

For further information concerning this matter, please call:

SUSAN G. WHITLATCH

(Name of person)

at (904) 301-4460

(Area code & daytime telephone number)

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

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

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TALLAHASSEE, FLORIDA

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: ST. JOE/CNL PLAZA, INC

2. The principal office address: 245 RIVERSIDE AVENUE SUITE 500, JACKSONVILLE FL 32202

3. The mailing address (if different): _____

4. Date of incorporation/qualification: 12/4/1997 Document number: P970000102435

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

LAWRENCE PAINE
245 RIVERSIDE AVENUE SUITE 500
JACKSONVILLE FL 32202

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

CHRISTINE M. MARX
Same as Above
(P.O. Box or personal mailbox NOT acceptable)

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.

Susan G. Whitton Susan G. Whitton
(Signature of an officer, chairman or vice chairman of the board) Assistant Secretary

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.

Christine Marx 9/15/03
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO:
DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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TALLAHASSEE, FLORIDA