

**P98000025959**

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0380

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5926

SEAL OF THE FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

05 DEC 28 AM 9:34

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**REGISTERED AGENT CHANGE**

**LNR LP HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

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05 DEC 28 AM 8:00  
DIVISION OF CORPORATIONS

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PAGE 02/05  
008/009

### COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: LNR LP HOLDINGS, INC.

(Name of Corporation)

DOCUMENT NUMBER: P98000025959

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:

(Name of Contact Person)

(Firm/Company)

(Address)

(City/State and Zip Code)

For further information concerning this matter, please call:

(Name of Contact Person)

at (

(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  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

CR2E045 (8/05)

# 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: LNR LP HOLDINGS, INC.
2. The principal office address: 1601 WASHINGTON AVE STE 800, MIAMI BEACH, FL 33139
3. The mailing address (if different): \_\_\_\_\_

4. Date of incorporation/qualification: 03/19/1998 Document number: P98000025959
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

DICKSTEIN, ZENZ

1601 WASHINGTON AVE STE 800

MIAMI BEACH FL 33139

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

CT Corporation System

w/o CT Corporation System, 1200 South Pine Island Road

(P.O. Box NOT acceptable)

Plantation, Florida 33324

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.

By: 

(Signature of an officer or director)

Paul Foreman, Vice President

(Printed or typed name and title)

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.



(Signature of Registered Agent)

12/16/2005

(Date)

If signing on behalf of an entity:

Jeffrey R. Graves

Assistant Secretary

(Typed or printed name)

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

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE  
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314  
CR2E045 (8/05)

FILED  
05 DEC 28 AM 9:35  
DEPT OF STATE  
TALLAHASSEE, FLORIDA

**POWER OF ATTORNEY**

NOTICE IS HEREBY GIVEN THAT Dinesh Davar, Chief Financial Officer of each of the corporations set forth on the attached list consisting of one page, (the "Corporations") each organized under the laws of the State of Florida, does hereby appoint Paul Foreman as Vice President and attorney-in-fact and also, does hereby appoint Sonni Dellenbach as Assistant Secretary and attorney-in-fact for the Corporations to act for the Corporations and in the Corporations' name for the limited purposes authorized herein.

The Corporations, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to file change of agent forms, name change amendment forms and documents of similar import, in any state, county, circuit court or local jurisdiction.

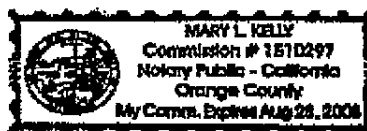
This Power of Attorney expires upon the earlier of March 31, 2006 or when revoked by the Partnerships.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 22<sup>nd</sup> day of December, 2005.

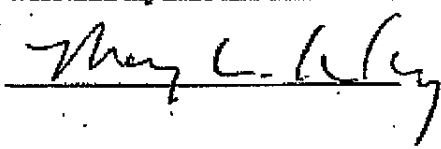
  
\_\_\_\_\_  
Dinesh Davar, Chief Financial Officer

State of CALIFORNIA     )  
County of ORANGE     ) -

On December 22, 2005, before me, Mary L. Kelly, Notary Public, personally appeared Dinesh Davar, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.



WITNESS my hand and official seal.

  
\_\_\_\_\_  
Mary L. Kelly

ENTITY	JURISDICTION	Formation/Qual Date	State ID
LNR Harbor Fund GP IX, Inc. (FL)	FL	10/29/1998	P98000082233
LNR Harbor Fund GP VIII (FL)	FL	10/29/1998	P98000082260
LNR LP Holdings, Inc. (FL)	FL	3/19/1998	P98000025959