

P98000043059

CT CORPORATION SYSTEM

CORPORATION(S) NAME

(1) Las Olas Tower At River Walk, Inc.

(2) Atlantic Gulfshore Natures Cove, Inc.

(3) West Bay Holding Corporation

(4) Spring Valley Holding Company

FILED
01 AUG -2 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2101 AUG -2 PM 1:26
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

8/2/01

Order#: 4702478

Ref#:

300004514363-10

08/03/01-01068-015
*****35.00 *****35.00

Amount: \$

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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

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: SPRING VALLEY HOLDING COMPANY
2. The mailing address of the corporation is: 200 S. Biscayne Blvd., Suite 4900, Miami, FL 33131
C/O Atlantic Golf Communities Corporation
13790 N.W. 4th Street, Suite 113, Sunrise, Florida 33325
3. Date of incorporation/qualification: May 6, 1998 Document number: P98000043059
4. The name and address of the current registered agent and office:

Gragg K. Lawrence

200 S. Biscayne Blvd.

Miami, FL 33131

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

C T Corporation System

c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida 33324

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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)

August 1, 2001
(Date)

(Printed or typed name and title)

August 1, 2001
(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.

Connie Bryan
(Signature of Registered Agent) CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY 8/2/01
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

CR2E045(4/95)

FILING FEE: \$35.00