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PLEASE REPLY TO:

TAMPA

813-229-3321

rwolf@annislaw.com

November 20, 1998

PELLICAN BAY FINANCIAL CENTER
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AVAILABLE FOR CONSULTATION

KÄRGL, VOLLHARDT & PARTNER
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011-49-30-885-7710
FAX: 011-49-30-881-1308

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

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Cypress Greens Investors, Inc. and Cypress Greens Investors II, Inc.
File No: 7939-001-16 and 17

Dear Sir or Madam:

Enclosed for filing are Statements of Change of Registered Office or Registered Agent, or Both, for Corporations, for the above-referenced Corporations.. Also enclosed are two (2) checks in the amount of \$35.00 each made payable to the Florida Department of State to cover the filing fees.

If you have any questions, please let me know. Thank you for your assistance.

Sincerely,

Randolph J. Wolfe
Randolph J. Wolfe

FILED
98 NOV 23 AM 11:11
CLERK OF STATE
TALLAHASSEE, FLORIDA

Enclosures

7939-001-620010

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RA CM
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288

\$35.00

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 Section 607.0502 and 607.1508, 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: CYPRESS GREENS INVESTORS, INC.
 - a. Date of incorporation August 26, 1998 Document number P98000074470
2. The name and address of the present registered agent and office:

Barbara C. Hardy
201 N. Franklin Street, Suite 2100
Tampa, Florida 33602
3. The name and address of the successor registered agent and office:
(P.O. BOX NOT ACCEPTABLE)

Joseph W. Gaynor, Esquire
2637 McCormick Drive
Clearwater, Florida 33759-1041

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98 NOV 23 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The address of its registered agent and the 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 of Directors.

SIGNATURE

Name:

(President or Vice President)

Date:

11-17-98

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.

SIGNATURE

Registered Agent

Date:

11-17-98

FILING FEE: \$35.00
CR2E045 (7/90)