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P98000092260

Florida Department of State
Division of Corporations
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To:

Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 DEC 28 AM 10:25

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DIVISION OF CORPORATIONS

REGISTERED AGENT CHANGE

LNR HARBOR FUND GP VIII, INC.

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

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12/28/2005 WED 12:37 FAX 1 312 283 4207 CT Chicago SPT -> Tallahassee, FL

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: LNR HARBOR FUND GP VII, INC.
(Name of Corporation)

DOCUMENT NUMBER: P98000092260

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

CR28045 (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 HARBOR FUND GP VIII, 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: 10/29/1998 Document number: F98000092260
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

SHELLY RUBIN1601 WASHINGTON AVE., STE 800MIAMI BEACH FL 33139

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

C T Corporation Systemc/o C T 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

*** FILING FEE: \$38.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
 MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
 CR22045 (8/05)

FILED
 05 DEC 28 AM 10:26
 SECRETARY 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.

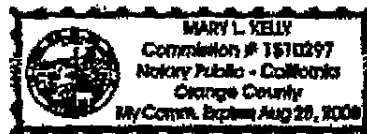
IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 22nd day of December, 2005.



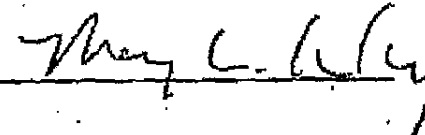
Dinesh Davar, Chief Financial Officer

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	P08000082233
LNR Harbor Fund GP VII (FL)	FL	10/28/1998	P08000082280
LNR LP Holdings, Inc. (FL)	FL	3/19/1998	P08000025959