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GARLICK, STETLER & PEEPLES LLP
ATTORNEYS AT LAW

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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FILED

01 AUG 20 AM 8:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 17, 2001

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State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Keystone Properties Holding Company, Inc.

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Change of Registered Agent form for the above-referenced entity. Please file the original and return the copy certified to me at your earliest convenience.

Our client's check in the amount of \$35.00 is attached to the filing which represents the required filing fee. If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

ROT Change
8-27-01
ms

Tom Garlick

Thomas B. Garlick

(JW)

TBG/jpw
Enclosures

Signed by Mr. Garlick's secretary
in his absence to avoid delay.

CHANGE OF REGISTERED AGENT

JUL 25 2001

OF

KEYSTONE PROPERTIES HOLDING COMPANY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0502 of the Florida Business Corporation Act, the undersigned Corporation hereby changes its Registered Agent as set forth below:

1. The name of the Corporation is Keystone Properties Holding Company, Inc.
2. The mailing and street address of the current Registered Office is: 9051 Tamiami Trail North, Suite 202, Naples, Florida 34108.
3. The date of incorporation is May 28, 1999 and the Document Number is P99000050154.
4. The name and address of the current Registered Agent is John W. Frasco, 9051 Tamiami Trail North, Suite 202, Naples, Florida 34108.
5. The name and address of the new Registered Agent is Thomas B. Garlick, Esq., 5551 Ridgewood Drive, Suite 101, Naples, Florida 34108.
6. The street address of the Corporation's Registered Office and the street address of the business office of the Registered Agent, as changed, is identical.
7. Such change was authorized by a resolution duly adopted by the Board of Directors of the Corporation.

Executed this 7th day of August, 2001.

KEYSTONE PROPERTIES HOLDING
COMPANY, INC., a Florida corporation

By: Paula
Its: President.

ACCEPTANCE OF REGISTERED AGENT

FOR

KEYSTONE PROPERTIES HOLDING COMPANY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Thomas B. Garlick, having signed the within as registered agent of Keystone Properties Holding Company, Inc., (the "Corporation") at the registered address of 5551 Ridgewood Drive, Suite 101, Naples, Florida 34108, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.


Thomas B. Garlick, Registered Agent