



WEBSTER
& PARTNERS, P.L.

ATTORNEYS AND BUSINESS CONSULTANTS

LEGAL SERVICES
COMMON SENSE APPROACH

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
01 NOV - 1 PM 2:44

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President/Managing Member

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30 October 2001

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

200004662632--9
-11/01/01--01047--001
*****60.00 *****35.00

Re: Change of Registered Agent for
Merlin of Orlando, Inc. and Gallery at Avalon Island, Ltd.

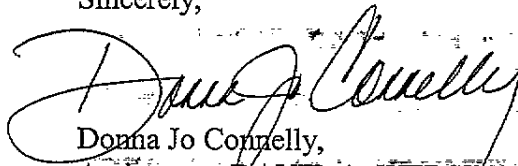
Ladies and Gentlemen:

Enclosed for filing are the following *original* documents:

1. Limited Partnership Statement of Change of Registered Office or Registered Agent, or Both (Gallery at Avalon Island, Ltd.);
2. Statement of Change of Registered Office or Registered Agent, or Both for Corporations (Merlin of Orlando, Inc.);
3. Corporate check #1557 in the amount of \$60 from Guinevere's, representing the filing fees for same.

Should you have any questions, please feel free to contact the undersigned. Thank you for your courtesies.

Sincerely,


Donna Jo Connelly,
Assistant to DAVID A. WEBSTER

Enclosures

RACG.

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**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of Sections 607.0501 and 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

- 1a. The name of the corporation is **Merlin of Orlando, Inc.**
- 1b. The mailing address of the corporation is: PO Box 621808, Orlando, FL 32862
- 1c. Date of incorporation: 6/23/99 Document number: P99000056991
2. The name and address of the current registered agent and office:

Motolaw, Inc.
413 Virginia Drive
Orlando, FL 32803


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

W & P Services, Inc.
1936 Lee Road, Suite 101
Winter Park, FL 32789

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)

Dated: 10/25/01

FORN W. KIENE Pres.
(Printed or typed name and title)

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 obligations of my position as registered agent.

David A. Webster [W & P Services, Inc.]

By: David A. Webster, Esq.
Print Title: President

Dated: 10/25/01