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BILZIN, SUMBERG, ET. AL

TEL: 305-374-7593

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P99000072810

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

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DIVISION OF CORPORATIONS

REGISTERED AGENT CHANGE

LNR MILLENNIUM MANAGER, INC.

Certificate of Status	0
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Page Count	02
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Handwritten signature and initials.

Fax Audit No. H99-22079

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: LNR MILLENNIUM MANAGER, INC.

2. The mailing address of the corporation is: 760 N.W. 107th Avenue, Suite 300, Miami, FL 33172

3. Date of incorporation/qualification: 08/16/99

Document number: P99000072810

4. The name and address of the current registered agent and office:

Kendall Sparkman

200 South Biscayne Blvd., Suite 2500

Miami, Florida 33131

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

C T Corporation System

1200 South Pine Island Road

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.

(Signature of an officer, chairman or vice chairman of the board)

9/1/99
(Date)

Shelly Rubin, Vice President

(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 obligation of my position as registered agent.

Please see attached Schedule A

(Signature of Registered Agent)

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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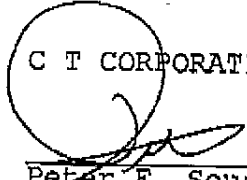
SCHEDULE A

ACCEPTANCE OF APPOINTMENT

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of INR MILLENNIUM MANAGER, INC. and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act (1990), relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of Section 607.0505, Florida Statutes.

Dated August 31 , 1999

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Peter F. Souza
Special Assistant Secretary