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J. SAULSBERRY  
EXAMINER

SEP 15 2010

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** NAHTEF Fund GP-2005, LLC  
Name of Limited Liability Company

Dear Sir or Madam:

The enclosed Registered Agent/Registered Office Change and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Catherine H. Lorie  
Name of Person

Cardinal Holdings, Inc.  
Firm/Company

133 Sevilla Avenue  
Address

Coral Gables, FL 33134  
City/State and Zip Code

lorie@apachecap.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Catherine H. Lorie at ( 305 ) 285-5588  
Name of Person Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Enclosed is a check for the following amount:**

\$25 Filing Fee

\$55 Filing Fee & Certified Copy

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TALLAHASSEE, FLORIDA

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. Name of the limited liability company: NAHTEF Fund GP-2005, LLC

2. (a) Principal office address of limited liability company: 133 Sevilla Avenue

(Note: **MUST BE STREET ADDRESS**) Coral Gables, Florida 33134

(b) Mailing address of limited liability company: 133 Sevilla Avenue

(Note: **MAY BE POST OFFICE BOX**) Coral Gables, Florida 33134

09/09/2010

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3. Date of filing/registration in Florida

4. Document number

5. (a) Registered Agent and Registered Office shown on the records of the Florida Dept. of State:

Registered Agent: Richard J. Razook, Esq.

Registered Office Address: c/o Hunton & Williams LLP  
1111 Brickell Avenue, Suite 2500  
Miami, Florida 33131

(b) Enter name of **NEW Registered Agent** and/or **NEW Registered Office address**:

**NEW Registered Agent:** Catherine H. Lorie

**NEW Registered Office Address:** 133 Sevilla Avenue  
**(MUST BE FLORIDA STREET ADDRESS)** Coral Gables, FL 33134

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

Catherine H. Lorie  
Signature of a member or authorized representative of a member

Catherine H. Lorie  
Printed or typed name of signee

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 as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

Catherine H. Lorie  
Signature of Registered Agent

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