

State of Florida



Public Service Commission

CAPITAL CIRCLE OFFICE CENTER • 2540 SHUMARD OAK BOULEVARD
TALLAHASSEE, FLORIDA 32399-0850

-M-E-M-O-R-A-N-D-U-M-

DATE: October 5, 2022

TO: Docket File

FROM: Adam J. Teitzman, Commission Clerk, Office of Commission Clerk

RE: 20220156-WS - Application for name change on Certificate Nos. 277-W and 223-S in Seminole County from CWS Communities, LP d/b/a Palm Valley Utilities to Hometown Palm Valley, LLC d/b/a Palm Valley Utilities.

Please place the attached email including attachments in the correspondence file for the above-referenced docket.

From: [Diana Danin](#)
To: [Melinda Watts](#); [Jennifer Crawford](#); [Natalia Rivera-Pacheco](#); [Adam Teitzman](#)
Subject: Fwd: Docket 20220156 Application for name change on Certificate Nos. 277-W and 223-S in Seminole County from CWS Communities, LP d/b/a Palm Valley Utilities to Hometown Palm Valley, LLC d/b/a Palm Valley Utilities.
Date: Sunday, October 2, 2022 10:09:06 PM
Attachments: [docket - Schedule - certificates from 2004.pdf](#)
[letter to customers to psc for approval.pdf](#)
[Parent Affiliate Organizational Chart in PSC Certificaton of Annual report 2021 WS832-21-AR.pdf](#)
[second merger sub articles of mergerPreview.pdf](#)

With apologies, I woke up this morning thinking about a mistake in my recommendation for documents the PSC will need to ask for to finally have in place a list of every corporation or person owning or holding directly or indirectly 5% or more of the voting securities of the utility.

There is a flaw in your form. Perhaps it was created before the birth of LLC's. Because LLC's do not issue stock, there are not "shareholders" or "stockholders" that hold voting rights as there are with corporations. LLC's have members, which hold ownership units in the LLC. There can be different classes of membership units with different rights and duties. An LLC can designate Voting and Non-voting membership units.

These membership units can be found in either the operating agreement or bylaws. I can't remember which one. But that is another set of documents the PSC will need to review in order to have this request for name change docket 20220156 (which should be for change in ownership and voting rights) - AND - in order to have the utilities annual reports filed with accurate information. Since this utility felt it was acceptable this last decade to omit this required information, I feel the PSC should be particularly diligent in verifying any information they receive going forward and with this any new application by this utility.

I will be contacting you under a separate email to request an investigation into what I deem to be fraudulent billing practices by this utility.

But for now, I also want to bring to your attention fraudulent information submitted by this utility in 2004 when they asked for a name change supposedly so they could change their billing and separate their billing from their rent statements. But you will see that they never did that.

Please look carefully at these documents submitted.

And if I can walk you through my litany of complaints, I would welcome the

opportunity to speak to you on the phone. Sometimes its easier to explain verbally than in writing.

Thank you for your consideration

Diana Danin, utility customer
938 East Palm Valley Dr
Oviedo, Fl 32765
407-733-2662

----- Forwarded message -----

From: **Diana Danin** <jeladil@gmail.com>

Date: Fri, Sep 30, 2022 at 11:31 PM

Subject: Docket 20220156 Application for name change on Certificate Nos. 277-W and 223-S in Seminole County from CWS Communities, LP d/b/a Palm Valley Utilities to Hometown Palm Valley, LLC d/b/a Palm Valley Utilities.

To: <mwatts@psc.state.fl.us>, jcrawfor@psc.state.fl.us <jcrawfor@psc.state.fl.us>, <nrivera@psc.state.fl.us>

Cc: Diana Danin <jeladil@gmail.com>

CWS Communities LP submitted a name change request and I formally want to oppose its approval.

I believe they should be submitting a transfer of majority organizational control under rule 25-30.037. The attached letter outlines my reasoning.

I also object to the wordage they submitted for approval for the customer notification. Unless you consider January 2018 "recently" - I feel they should say what is true. And they should be penalized for failure to properly notify that ownership was conveyed to a different business entity.

I will

send you more on that in another email. But for now, I submit their letter with my proposed changes for your consideration.

Finally, I am providing you with the LLC filing for Second Merger Sub LLC, the Maryland LLC that is the sole General Partner for CWS Communities LP and

who executed the deed on behalf of CWS Communities LP.

Is the PSC in receipt of review or audited financial statements for the

business entities that have ownership and management throughout their business/corporate structure? I don't see any of those financial statements on the PSC website.

Please let me know if there is something more I need to submit to make my protest formal.

Thank you
Diana Danin
938 East Palm Valley Dr
Oviedo, FL 32765
407-733-2662
jeladi1@gmail.com
structure.

Re: Docket 20220156 - more information reflecting lack of truthfulness by this utility in reporting and certifying statements to the PSC. See notes in red provided by Diana Danin, utility customer.

EXHIBIT "E"

COPIES OF CERTIFICATES

BEFORE THE PUBLIC SERVICE COMMISSION

In re: Application for name change on Certificate Nos. 223-S and 277-W in Seminole County from CWS Communities LP d/b/a Palm Valley to CWS Communities LP d/b/a Palm Valley Utilities. | DOCKET NO. 040765-WS
ORDER NO. PSC-04-1169-FOF-WS
ISSUED: November 23, 2004

ORDER APPROVING NAME CHANGE AND CLOSING DOCKET

BY THE COMMISSION: **The only change requested and approved in 2004 was a change in the "dba" of the LP. That is distinctly different from a change in ownership from CWS Communities LP to Hometown Palm Valley LLC**

On July 21, 2004, an application was filed on behalf of CWS Communities LP d/b/a Palm Valley for authority to change the name on Certificate Nos. 277-W and 233-S from CWS Communities LP d/b/a Palm Valley to CWS Communities LP d/b/a Palm Valley Utilities. The application was filed pursuant to Rule 25-30.039, Florida Administrative Code, which provides for changes in name only, with no change in the ownership or control of the utility or its assets.

The reason given for the name change is a change in the billing system will result in a separate bill for water and wastewater utilities. A name change would distinguish the water and wastewater billing from the rent invoice. A statement was provided by the manager of Hometown Residential Manager, LLC, grandparent company of CWS Communities LP d/b/a Palm Valley, attesting to the fact that the proposed change in name will not change ownership, control or the service provided to customers. The application included documentation by the Florida Department of State, Division of Corporations, as evidence that the proposed name was registered as a Florida fictitious name effective June 25, 2004. The application contained a copy of the proposed notice to be sent to customers informing them of the name change and revised tariffs reflecting the proposed name change. A statement was provided that the original certificates were filed with the Commission as part of the filing requirements of Docket No. 030998-WS.

1. Since 2004, they never changed billing system. They continued to bill requesting payments be made to Palm Valley and not even to Palm Valley Utilities, which was the change they requested in 2004. See attached pictures of bills. In fact, CWS Communities LP did not even file for the dba Palm Valley with SOS FI until the year **2008**
2. I've lived here five years. They do not maintain separate accounts for each utility customer. The utility bill, within their system, is directly connected to the lease for the lot number..
3. That is why every new resident for the last decade has gotten overbilled for up to two months for water/sewer usage that belonged to utility's prior tenant.

Communities LP d/b/a Palm Valley to change the name on Certificate Nos. 277-W and 233-S to CWS Communities LP d/b/a Palm Valley Utilities is granted. It is further

ORDERED that CWS Communities LP's proposed customer notice is hereby approved. The notice shall be sent to all of the customers of CWS Communities LP upon receipt of this Order. It is further

Did the 2004 notice to the customer include a statement that water/sewer would henceforth be billed separately? I bet it did not because they never intended to change their billing system and have failed to do so even after stating they would in their application to the PSC.

DOCUMENT NUMBER-DATE

12545 NOV 23 8

I doubt they intend to separate billing this time either because, as you should notice from attached copies of filings, they only recently filed for Hometown Palm Valley LLC (the park owner) to dba as Palm Valley in July 2022. I predict they will continue to combine water/sewer and rent bills and continue to request payment to be made to "PALM VALLEY". They are lying in this application just like they lied in the 2004 application.

FPSC-COMMISSION CLERK



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Fictitious Name Search

No Filing History

Submit

Hometown Palm Valley LLC dba Palm Valley filed with SOS Florida July 12, 2022

Fictitious Name Detail

Fictitious Name

PALM VALLEY

Filing Information

Registration Number G22000083000
 Status ACTIVE
 Filed Date 07/12/2022
 Expiration Date 12/31/2027
 Current Owners 1
 County SEMINOLE
 Total Pages 1
 Events Filed NONE
 FEI/EIN Number 38-3140664

Since even before Hometown Palm Valley LLC was deeded the park in jan 2019, our rent bills instructed residents to make payment to "Palm Valley" even though Hometown Palm Valley LLC failed to register the dba Palm Valley with the SOS.

When I pointed this out to them in my letter of July 2022, they scurried to get the dba filing in place.

Mailing Address

110 N. WACKER DRIVE
 SUITE 4500
 CHICAGO, IL 60606

Owner Information

HOMETOWN PALM VALLEY, L.L.C.
 110 N. WACKER DRIVE, SUITE 4500
 CHICAGO, IL 60606
 FEI/EIN Number: 38-3140664
 Document Number: M18000010939

Document Images

[07/12/2022 -- Fictitious Name Filing](#)

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Hometown Palm Valley LLC dba Palm Valley Utilities

Fictitious Name Detail

Fictitious Name

PALM VALLEY UTILITIES

Filing Information

Registration Number G22000086466
Status ACTIVE
Filed Date 07/21/2022
Expiration Date 12/31/2027
Current Owners 1
County SEMINOLE
Total Pages 1
Events Filed NONE
FEI/EIN Number 38-3140664

Mailing Address

110 N. WACKER DRIVE
 SUITE 4500
 CHICAGO, IL 60606

Owner Information

HOMETOWN PALM VALLEY, L.L.C.
 110 N. WACKER DRIVE, SUITE 4500
 CHICAGO, IL 60606
FEI/EIN Number: 38-3140664
Document Number: M18000010939

Document Images

[07/21/2022 -- Fictitious Name Filing](#)

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[Filing History](#)

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CWS Communities LP dba Palm Valley -applied for in 2008

Fictitious Name Detail

Fictitious Name

PALM VALLEY

Filing Information

Registration Number G08018900199

Status ACTIVE

Filed Date 01/18/2008

Expiration Date 12/31/2023

Current Owners 1

County SEMINOLE

Total Pages 3

Events Filed 2

FEI/EIN Number 74-2860067

They requested and received PSC approval in 2004 to change name from CWS Communities LP dba Palm Valley to CWS Communities LP dba Palm Valley Utilities. - according to them, so they could bill utilities separate from the rent.

That 2004 request makes no sense and I don't understand why or how the PSC approved it because CWS Communities LP was not allowed to use the name Palm Valley until Jan 2008 because they had failed to register that dba with the SOS Florida until Jan 2008.

Mailing Address

C/O HOMETOWN AMERICA 150 N. WACKER DRIVE
SUITE 2800
CHICAGO, IL 60606

Owner Information

CWS COMMUNITIES LP
150 N. WACKER DRIVE, SUITE 2800
CHICAGO, IL 60606
FEI/EIN Number: 74-2860067
Document Number: B97000000725

Document Images

[01/18/2008 -- Fictitious Name Filing](#)

View image in PDF format

[10/05/2018 -- Fictitious Name Renewal Filing](#)

View image in PDF format

[12/13/2013 -- Fictitious Name Renewal Filing](#)

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Fictitious Name Search

[Filing History](#)

Submit

Fictitious Name Detail

CWS Communities LP dba Palm Valley Utilities - filed with SOS June 2004 and they let the dba expire in 2020 - but that is because CWS Communities LP sold the utility Company to Hometown Palm Valley LLC in Jan 2019 - so it didn't matter if the dba expired.

Fictitious Name

PALM VALLEY UTILITIES

Filing Information

Registration Number G04177700125
Status EXPIRED
Filed Date 06/25/2004
Expiration Date 12/31/2020
Current Owners 1
County SEMINOLE
Total Pages 3
Events Filed 2
FEI/EIN Number 74-2860067

Mailing Address

150 N. WACKER DRIVE
CHICAGO, IL 60606

Owner Information

CWS COMMUNITIES LP
 150 N. WACKER DRIVE
 CHICAGO, IL 60606
FEI/EIN Number: 74-2860067
Document Number: B97000000725

Document Images

[06/25/2004 -- REGISTRATION](#)

View image in PDF format

[01/16/2015 -- Fictitious Name Renewal Filing](#)

View image in PDF format

[09/08/2009 -- RENEWAL](#)

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Fictitious Name Search

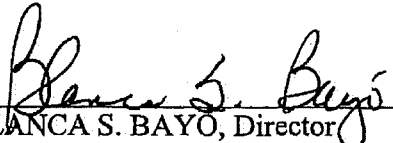
[Filing History](#)

Submit

ORDERED that the revised tariffs shall become effective for services rendered on or after the stamped approval date of the tariff sheets. It is further

ORDERED this docket is hereby closed.

By ORDER of the Florida Public Service Commission this 23rd day of November, 2004.



BLANCA S. BAYO, Director
Division of the Commission Clerk
and Administrative Services

(SEAL)

MCB

NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.569(1), Florida Statutes, to notify parties of any administrative hearing or judicial review of Commission orders that is available under Sections 120.57 or 120.68, Florida Statutes, as well as the procedures and time limits that apply. This notice should not be construed to mean all requests for an administrative hearing or judicial review will be granted or result in the relief sought.

Any party adversely affected by the Commission's final action in this matter may request:

- 1) reconsideration of the decision by filing a motion for reconsideration with the Director, Division of the Commission Clerk and Administrative Services, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, within fifteen (15) days of the issuance of this order in the form prescribed by Rule 25-22.060, Florida Administrative Code; or
- 2) judicial review by the Florida Supreme Court in the case of an electric, gas or telephone utility or the First District Court of Appeal in the case of a water and/or wastewater utility by filing a notice of appeal with the Director, Division of the Commission Clerk and Administrative Services and filing a copy of the notice of appeal and the filing fee with the appropriate court. This filing must be completed within thirty (30) days after the issuance of this order, pursuant to Rule 9.110, Florida Rules of Appellate Procedure. The notice of appeal must be in the form specified in Rule 9.900(a), Florida Rules of Appellate Procedure.

COPY OF CUSTOMER'S BILL

Palm Valley
407-365-6651

Account Number	Homesite	Due Date	Amount Due	Amount Paid

Palm Valley
 3700 Palm Valley Circle
 Oviedo, FL 32785

This should be Palm Valley Utilities since that is the name they are submitting to the PSC.

see page 1 of name change application attached

Please Return This Portion With Your Payment. Make Checks Payable to **Palm Valley**

ACCOUNT SUMMARY : Homesite # 1

Service	Amount	Service Dates		Meter Reading		Usage	Units	Previous Month	
		From	To	Previous	Current			Usage	Amount
Sewer									
Water									
Base Rent									
Irrigation									
Total Due									

UTILITY DETAIL

Water	Usage/Vol	Rate	Total
Base Facility Charge (Res Svc)			
Gallons Charge (Res Svc)			
Subtotal			
Water Tax 4%			
Total			

Sewer	Flow Volume	Rate	Total
Base Facility Charge (Res Svc)			
Gallons Charge (Res Svc)			
Sewer (over 6000 Gal)			
Subtotal			
Total			

WATER/WASTEWATER RATES ARE DUE AND PAYABLE WHEN RENDERED AND BECOME DELINQUENT IF NOT PAID WITHIN 20 DAYS OF THE DATE OF THIS BILL. Hometown America offers Homeowners Insurance and its Service Contract. Call 1-888-601-8192 or visit www.HometownAmerica.com

Palm Valley
 3700 Palm Valley Circle
 Oviedo, FL 32765

Liar, Liar.....
This is not even on our bill. See copy of our actual bills attached.

Irrigation Charges detail for bill due:
 Site #: [REDACTED]

Until I brought it to their attention in July 2022, they failed to provide meter readings, usage or rate on any bill for irrigation. They just had a line item with charges on the bill.

Consumption		
Read Date		
Meter Read		
Difference		
Multiplier		
Usage in 1000 gallons		

See attached actual bills.

Component	Usage	Rate	Charge
Irrigation Charge			
Irrigation			
Total			

Account Number	Site/Unit	Due Date	Amount Due	Amount Paid
XXX46888	752	Oct. 1, 2022	\$830.56	

Palm Valley
 3700 Palm Valley Circle
 Oviedo, FL 32765

Diana Danin
 938 E. PALM VALLEY DR.
 Oviedo, FL 32765

Their billing is strictly based on "site number" the land that is leased on which we put our Manufactured home that we purchase and own. They do issue a separate water bill account number. That is why new residents end up paying water bills for two months that belong to prior resident.

Please Return The Top Portion With Your Payment. "DO NOT STAPLE" Make Checks Payable to Palm Valley

ACCOUNT SUMMARY Site/Unit# 752 **Due: Oct. 1, 2022** **Office Phone 407-326-9678**

Service	Amount	Service Dates		Meter Readings		Diff	Multiplier	Usage	Units	Previous Month	
		From	To	Previous	Current					Usage	Amount
Irrigation	\$0.00	07/28/2022	08/31/2022	709300	709300	0	0.1	0	10 Gal	0	\$0.00
Sewer	\$35.36	08/04/2022	09/09/2022	378350	379150	800	0.001	0.8	1000 Gals.	1.64	\$44.09
Water	\$14.56	08/04/2022	09/09/2022	378350	379150	800	0.001	0.8	1000 Gals	1.64	\$17.04
Base Rent	\$780.64										
Prev Bal	\$0.00										
Total Due	\$830.56										

UTILITY DETAIL

Sewer	Flow Volume	Rate	Total
Base Charge	-	27.05000	\$27.05
Usage	0.80	10.39000	\$8.31
Usage Over 6000 Gal	0.00	0.00000	\$0.00
Subtotal	0.80	-	\$35.36
Admin. Fee	1	0.00000	\$0.00
Total			\$35.36

Irrigation	Usage	Rate	Total
	-	0.00000	\$0.00
N/A			\$0.00
Irrigation			\$0.00
Subtotal	0	-	\$0.00
Total			\$0.00
Water	Usage/Vol	Rate	Total
Base Charge	-	11.74000	\$11.74
Usage	0.80	2.83000	\$2.26
Subtotal	0.80	-	\$14.00
Water Tax	\$14.00	0.04000	\$0.56
Total			\$14.56

EZ Pay Program: Save time and money! No late fees! Rent is paid automatically! Stop by the office for information or www.hometownamerica.com/ezpay.

Account Number	Site/Unit	Due Date	Amount Due	Amount Paid
XXX46888	752	Jun. 1, 2022	\$776.82	

Palm Valley
 3700 Palm Valley Circle
 Oviedo, FL 32765

Diana Danin
 938 E. PALM VALLEY DR.
 Oviedo, FL 32765

Please Return The Top Portion With Your Payment. "DO NOT STAPLE". Make Checks Payable to Palm Valley

ACCOUNT SUMMARY : Site/Unit# 752 Due: Jun. 1, 2022 Office Phone 407-326-9678

Service	Amount	Service Dates		Meter Readings		Diff	Multiplier	Usage	Units	Previous Month	
		From	To	Previous	Current					Usage	Amount
Sewer	\$39.71	04/04/2022	05/04/2022	371980	373300	1320	0.001	1.32	1000 Gals.	1.1	\$37.48
Water	\$15.67	04/04/2022	05/04/2022	371980	373300	1320	0.001	1.32	1000 Gals	1.1	\$15.05
Base Rent	\$719.21										
Irrigation	\$2.23										
Prev Bal	\$0.00										
Total Due	\$776.82										

And this is where the overbilling for each new resident comes into play. This is June rent bill. So if, just as an example, this was the first rent bill for a resident that bought their house on May 15th - because water/sewer is billed for prior months - this bill would really be for water/sewer usage by the prior tenant.

UTILITY DETAIL

Sewer	Flow Volume	Rate	Total
Base Charge	-	26.35000	\$26.35
Usage	1.32	10.12000	\$13.36
Usage Over 6000 Gal	0.00	0.00000	\$0.00
Subtotal	1.32	-	\$39.71
Admin. Fee	1	0.00000	\$0.00
Total			\$39.71

Water	Usage/Vol	Rate	Total
Base Charge	-	11.43000	\$11.43
Usage	1.32	2.76000	\$3.64
Subtotal	1.32	-	\$15.07
Water Tax	\$15.07	0.04000	\$0.60
Total			\$15.67

EZ Pay Program: Save time and money! No late fees! Rent is paid automatically! Stop by the office for information or www.hometownamerica.com/ezpay.

*This is what it looked like before
 I made them put irrigation
 numbers on bill in July 2022*

Account Number	Site/Unit	Due Date	Amount Due	Amount Paid
XXX46888	752	Aug. 1, 2022	\$1,164.94	

Palm Valley
 3700 Palm Valley Circle
 Oviedo, FL 32765

Diana Danin
 938 E. PALM VALLEY DR.
 Oviedo, FL 32765

Please Return The Top Portion With Your Payment."DO NOT STAPLE". Make Checks Payable to: Palm Valley

ACCOUNT SUMMARY : Site/Unit# 752 Due: Aug. 1, 2022 Office Phone 407-326-9678

Service	Amount	Service Dates		Meter Readings		Diff	Multiplier	Usage	Units	Previous Month	
		From	To	Previous	Current					Usage	Amount
Irrigation	\$0.00	05/31/2022	06/28/2022	709300	709300	0	1	0	Gal	709300	\$0.00
Sewer	\$45.86	06/03/2022	07/06/2022	374900	376710	1810	0.001	1.81	1000 Gals.	1.6	\$42.66
Water	\$17.53	06/03/2022	07/06/2022	374900	376710	1810	0.001	1.81	1000 Gals	1.6	\$16.53
Base Rent	\$780.64										
Ad Valorem Tax	\$316.91										
DBR	\$4.00										
Prev Bal	\$0.00										
Total Due	\$1,164.94										

When they submit their annual financial statement they fail to include income from the Ad Valorem Tax they collect annually from each of the 800 customers.

UTILITY DETAIL

They only started providing irrigation information beginning with Aug 2022 billing because of my July 2022 letter to them.

Sewer	Flow Volume	Rate	Total
Base Charge	-	27.05000	\$27.05
Usage	1.81	10.39000	\$18.81
Usage Over 6000 Gal	0.00	0.00000	\$0.00
Subtotal	1.81	-	\$45.86
Admin. Fee	1	0.00000	\$0.00
Total			\$45.86

Irrigation	Usage	Rate	Total
	-	0.00000	\$0.00
N/A			\$0.00
Irrigation			\$0.00
Subtotal	0	-	\$0.00
Total			\$0.00

Water	Usage/Vol	Rate	Total
Base Charge	-	11.74000	\$11.74
Usage	1.81	2.83000	\$5.12
Subtotal	1.81	-	\$16.86
Water Tax	\$16.86	0.04000	\$0.67
Total			\$17.53

EZ Pay Program: Save time and money! No late fees! Rent is paid automatically! Stop by the office for information or www.hometownamerica.com/ezpay.

Sept 30, 2022
From: Diana Danin
To: PSC

I object to the words of this letter. I submit the following changes that more accurately reflects what actually happened.

Dear Customer:

CWS Communities, LP d/b/a Palm Valley Utilities ~~was recently reorganized~~ **ownership was changed in Jan 2019** to become Hometown Palm Valley, LLC d/b/a Palm Valley Utilities. On September 9, 2022, utility filed an application for name change with the Florida Public Service Commission. **, something we were required to do before making the change but failed to do for over three years.**

The purpose of this letter is to inform you that by application to the Florida Public Service Commission, we are formally changing the name of the utility to Hometown Palm Valley, LLC d/b/a Palm Valley Utilities. Please note that this application is not a request for any **increase** in rates. **and in fact, because we failed to timely notify the PSC, the rate increases for the years 2019, 2020, 2021 and 2022 have been revoked by the PSC. Below is a schedule of your new rates.**

However, if you have any questions concerning this name change, please do not hesitate to contact our customer service representative at 407-366-0733.

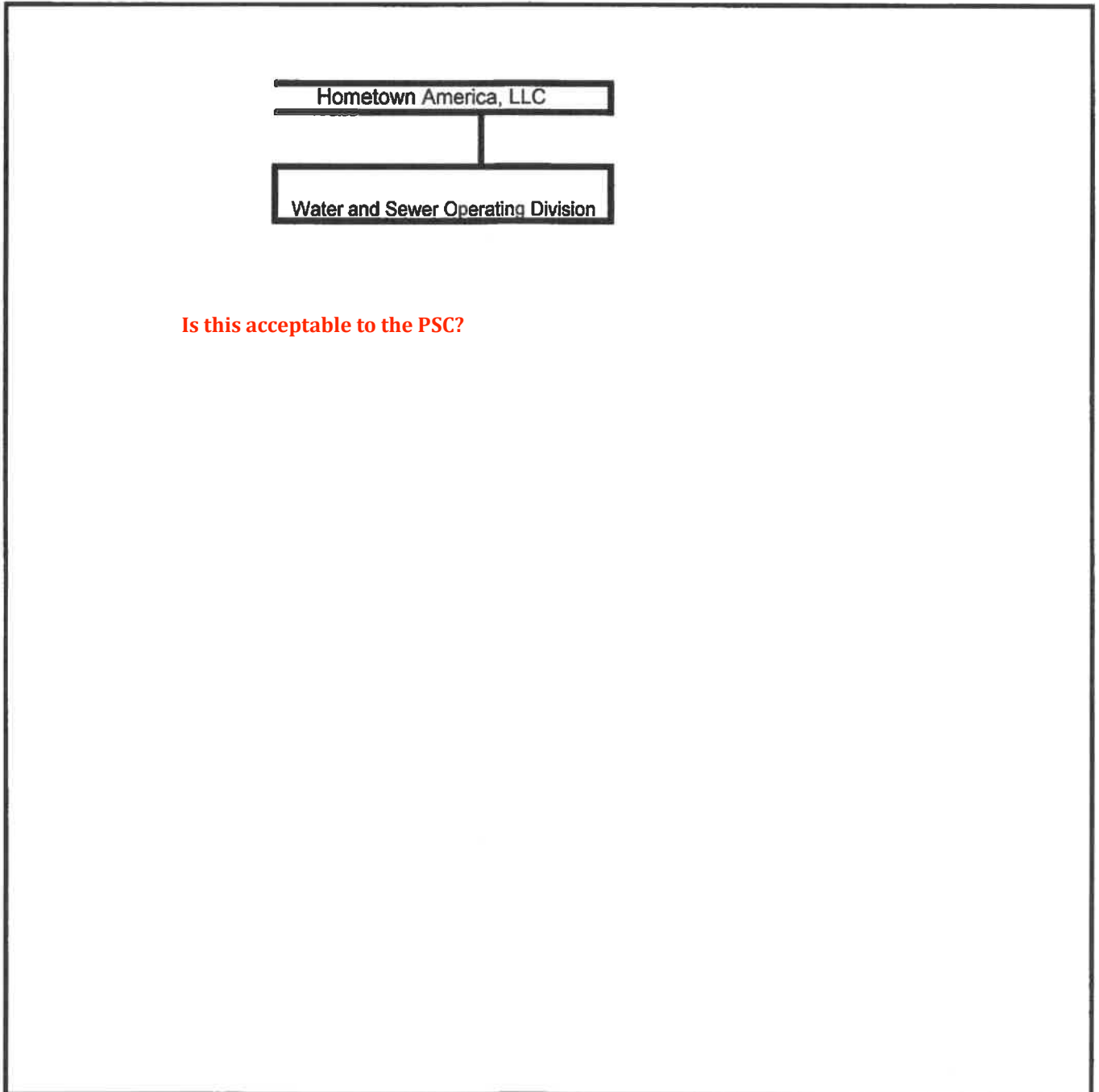
Sincerely,

Hometown Palm Valley, LLC
d/b/a Palm Valley Utilities

PARENT / AFFILIATE ORGANIZATION CHART

Current as of 12/31/05

Complete below an organizational chart that shows all parents and subsidiaries of the utility. The chart must also show the relationship between the utility and the affiliates listed on E-7, E-10(a) and E-10(b).



Is this acceptable to the PSC?

CORPORATE CHARTER APPROVAL SHEET

** EXPEDITED SERVICE ** ** KEEP WITH DOCUMENT **

DOCUMENT CODE 80 BUSINESS CODE _____

W06325930

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



1000361991481353

ID # W06325930 ACK # 1000361991481353
LIBER: 000615 FOLIO: 0968 PAGES: 0002
SECOND MERGER SUB, LLC

06/09/2005 AT 03:25 P M0 # 0001069249

New Name _____

FEES REMITTED

Base Fee: 25
Org. & Cap. Fee: _____
Expedite Fee: 50
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
Certified Copies _____
Certificates _____
Copy Fee: _____
Certificate of Status Fee: _____
Personal Property Filings: _____
Other: _____
TOTAL FEES: 75

Change of Name _____
Change of Principal Office _____
 Change of Resident Agent _____
 Change of Resident Agent Address _____
Resignation of Resident Agent _____
Designation of Resident Agent
and Resident Agent's Address _____
Change of Business Code _____

Adoption of Assumed Name _____

Other Change(s) _____

Credit Card _____ Check Cash _____

1 Documents on 1 Checks

Approved By: 10

Keyed By: _____

COMMENT(S): _____

Code 007

Attention: _____

THE CORPORATION TRUST INCORPORATED
300 E LOMBARD ST.
BALTIMORE MD 21202-3219

CUST ID: 0001626211
WORK ORDER: 0001069249
DATE: 06-10-2005 03:33 PM
AMT. PAID: \$75.00

RESOLUTION TO CHANGE PRINCIPAL OFFICE OR RESIDENT AGENT

The directors/stockholders/general partner/authorized person of _____
SECOND MERGER SUB, LLC

(Name of Entity)

organized under the laws of Maryland, passed the following resolution:
(State)

{CHECK APPLICABLE BOX(ES)}

The principal office is changed from: (old address)

to: (new address)

2005
JUN
-9
PM 3:25


The name and address of the resident agent is changed from:

CSC LAWYERS INCORPORATING SERVICE COMPANY, 11 E. CHASE ST., BALTIMORE, MD 21202

to:

The Corporation Trust Incorporated, 300 East Lombard Street, Baltimore, Maryland 21202

I certify under penalties of perjury the foregoing is true.

 James Halpin, Attorney-In-Fact
Secretary or Assistant Secretary
General Partner
Authorized Person


I hereby consent to my designation in this document as resident agent for this entity.

The Corporation Trust Incorporated

GNED 
Resident Agent

CUST ID: 0001626211
WORK ORDER: 0001069249
DATE: 06-10-2005 03:33 PM
AMT. PAID: \$75.00

Annual Report/Personal Property

Mailing Address:  SECOND MERGER SUB, LLC
HOMETOWN AMERICA MANAGEMENT, LLC
110 N WACKER DR, SUITE 4500
CHICAGO IL 60606-1611

