2004 LIMITED LIABILITY COMPANY ANNUAL REPORT

Apr 28, 2004 08:00 AN Secretary of State **DOCUMENT # L02000020869** CANDLEWOOD HOLDINGS, LLC Principal Place of Business Mailing Address 1111 LINCOLN ROAD 1111 LINCOLN ROAD SUITE 800 SUITE 800 MIAMI BEACH, FL 33139 MIAMI BEACH, FL 33139 04262004 No Chg-LLC CR2E083 (10/03) DO NOT WRITE IN THIS SPACE Applied For 4. FEI Number 61-1422320 Not Applicab \$5.00 Additional 5. Certificate of Status Desired Fee Required 6. Name and Address of Current Registered Agent SHARLACH, JEFFREY DO NOT WRITE 1111 LINCOLN ROAD SUITE 800 IN THIS SPACE MIAMI BEACH, FL 33139 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. (NOTE, Registered Agent signature required when reinstating) DATE Filing Fee is \$50.00 Due by May 1, 2004 9. MANAGING MEMBERS/MANAGERS MGR RITLE U00000136111 04/28/04-80081-014 50.00 NAME SHARLACH, JEFFREY STREET ADDRESS 1111 LINCOLN ROAD, SUITE 800 CITY-ST-ZIP MIAMI BEACH, FL 33139 TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS DO NOT WRITE CITY-ST-ZIP IN THIS SPACE TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE

11. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiper or trustee employered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE:

STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS

SIGNATURE AND TYPES OR PRINTED NAME OF SIGNING MANAGING MEMBER, OR AUTHORIZED REPRESENTATIVE

4/27/04

305-860-loss r15

FILED

Daytime Phone #