2009 LIMITED LIABILITY COMPANY ANNUAL REPORT

DOCUMENT# L04000085664

Entity Name: UPSTATE INVESTMENTS #3, LLC

FILED Apr 22, 2009 Secretary of State

Current Principal Place of Business: New Principal Place of Business:

2001 PALM BEACH LAKES BLVD STE. 300 WEST PALM BEACH, FL 33409

Current Mailing Address: New Mailing Address:

2001 PALM BEACH LAKES BLVD STE. 300 WEST PALM BEACH, FL 33409

FEI Number: 34-2022899 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

DESORMIER-CARTWRIGHT, ANNE 480 MAPLEWOOD DR JUPITER, FL 33458 US

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.

SIGNATURE:

Electronic Signature of Registered Agent Date

MANAGING MEMBERS/MANAGERS: ADDITIONS/CHANGES:

Title: MGRM () Delete Title: () Change () Addition

 Name:
 BARAT, GARY C
 Name:

 Address:
 2001 PALM BEACH LAKES BLVD STE. 300
 Address:

 City-St-Zip:
 WEST PALM BEACH, FL 33409
 City-St-Zip:

Title: MGRM () Delete Title: () Change () Addition

 Name:
 GREENSEID, STEVE
 Name:

 Address:
 2001 PALM BEACH LAKES BLVD STE. 300
 Address:

 City-St-Zip:
 WEST PALM BEACH, FL 33409
 City-St-Zip:

I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my electronic 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 receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE: GARY C. BARAT MEMB 04/22/2009