

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Naples Bay Resort Holdings, 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:

Thomas A MacIvor
Name of Person

Summit Management Group
Firm/Company

3530 Kraft Road, Suite 204
Address

Naples, FL 34105
City/State and Zip Code

lprice@summit-management.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Thomas A. MacIvor at (239) 434-6222
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

12 JUL 27 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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: Naples Bay Resort Holdings, LLC

2. (a) Principal office address of limited liability company: 3530 Kraft Road, Suite 204

(Note: MUST BE STREET ADDRESS)

Naples, FL 34105

(b) Mailing address of limited liability company: 3530 Kraft Road, Suite 204

(Note: MAY BE POST OFFICE BOX)

Naples, FL 34105

11/04/2004
3. Date of filing/registration in Florida

M04000004792
4. Document number

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

Registered Agent: R&A Agents

Registered Office Address: % Stephen E Thompson, Assist Sec.
850 Park Shore Dr, Trianon Ctr, 3rd Flr
Naples, FL 34103 US

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

NEW Registered Agent: Summit Management Group of Florida, LLC

NEW Registered Office Address:
(MUST BE FLORIDA STREET ADDRESS)

3530 Kraft Road
Suite 204
Naples

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.

[Signature]
Signature of a member or authorized representative of a member

F. Fred Pezeshkan

Printed or typed name of signer

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.

[Signature]
Signature of Registered Agent

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314
FILING FEE: \$25.00

APPROVED AND FILED
NOV 11 2004
TALLAHASSEE, FLORIDA
SECRETARY OF STATE