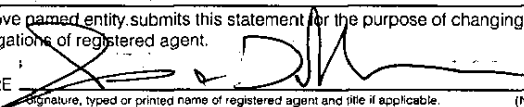


# 2004 LIMITED LIABILITY COMPANY ANNUAL REPORT

**FILED**  
**May 03, 2004 8:00 am**  
**Secretary of State**

05-03-2004 90120 044 \*\*\*\*50.00

<b>DOCUMENT # L02000005157</b> 1. Entity Name: <b>HALF MOON BEACH CLUB RESIDENCES, L.L.C.</b>					
Principal Place of Business <b>1343 MAIN STREET, SUITE 602 SARASOTA, FL 34236</b>			Mailing Address <b>1343 MAIN STREET, SUITE 602 SARASOTA, FL 34236</b>		
2. Principal Place of Business			3. Mailing Address		
Suite, Apt. #, etc.			Suite, Apt. #, etc.		
City & State			City & State		
Zip		Country		Zip	
Country		Country		04272004 Chg-LLC CR2E083 (10/03)	
4. FEI Number <b>04-3619595</b>				Applied For <input type="checkbox"/> Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/>				<b>\$5.00</b> Additional Fee Required	
6. Name and Address of Current Registered Agent  <b>HANAN, BENJAMIN R 240 S. PINEAPPLE AVE., 10TH FLOOR SARASOTA, FL 34236</b>				7. Name and Address of New Registered Agent Name <b>JAMES A. TALLMAN</b> Street Address (P.O. Box Number is Not Acceptable) <b>1343 MAIN STREET SUITE 602</b> City <b>SARASOTA</b> FL <b>34236</b>	
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.					
SIGNATURE 				DATE <b>4/28/04</b>	
Filing Fee is \$50.00 Due by May 1, 2004				Make check payable to <b>Florida Department of State</b>	
9. MANAGING MEMBERS/MANAGERS				10. ADDITIONS/CHANGES	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	MGR U.S. ASSETS GROUP II, L.L.P. 1343 MAIN STREET, SUITE 602 SARASOTA, FL 34236			<input type="checkbox"/> Delete	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	TITLE NAME STREET ADDRESS CITY-ST-ZIP			<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	TITLE NAME STREET ADDRESS CITY-ST-ZIP			<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	TITLE NAME STREET ADDRESS CITY-ST-ZIP			<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	TITLE NAME STREET ADDRESS CITY-ST-ZIP			<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	TITLE NAME STREET ADDRESS CITY-ST-ZIP			<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	TITLE NAME STREET ADDRESS CITY-ST-ZIP			<input type="checkbox"/> Change <input type="checkbox"/> Addition	
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 receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.					
SIGNATURE: 				DATE <b>4/28/04</b> 941-365-7334	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE				Date Daytime Phone #	