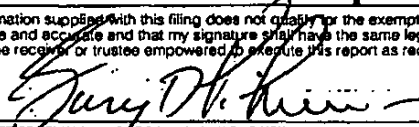


**FILED**  
**Mar 22, 2005 8:00 am**  
**Secretary of State**

02-28-2005 90045 035 \*\*\*\*50.00

**2005 LIMITED LIABILITY COMPANY  
ANNUAL REPORT**

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |         |                                                                                                                                         |         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|-----------------------------------------------------------------------------------------------------------------------------------------|---------|
| <b>DOCUMENT # L04000062100</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |         |                                                        |         |
| 1. Entity Name<br><b>UNITED PROPERTIES SOUTHWEST-FLORIDA II, LLC</b>                                                                                                                                                                                                                                                                                                                                                                                                                                          |         |                                                                                                                                         |         |
| Principal Place of Business<br><b>5310 HARVEST HILL ROAD, SUITE 288, LB 108<br/>DALLAS, TX 75230</b>                                                                                                                                                                                                                                                                                                                                                                                                          |         | Mailing Address<br><b>5310 HARVEST HILL ROAD, SUITE 288, LB 108<br/>DALLAS, TX 75230</b>                                                |         |
| 2. Principal Place of Business                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |         | 3. Mailing Address                                                                                                                      |         |
| Suite, Apt. #, etc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |         | Suite, Apt. #, etc.                                                                                                                     |         |
| City & State                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |         | City & State                                                                                                                            |         |
| Zip                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Country | Zip                                                                                                                                     | Country |
| 4. FEI Number<br><b>20-1579066</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |         | Applied For<br><input type="checkbox"/> Not Applicable                                                                                  |         |
| 5. Certificate of Status Desired <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                     |         | \$5.00 Additional Fee Required                                                                                                          |         |
| 6. Name and Address of Current Registered Agent<br><b>CORPORATION SERVICE COMPANY<br/>1201 HAYS STREET<br/>TALLAHASSEE, FL 32301-2525</b>                                                                                                                                                                                                                                                                                                                                                                     |         | 7. Name and Address of New Registered Agent<br>Name<br>Street Address (P.O. Box Number is Not Acceptable)<br>City<br><b>FL</b> Zip Code |         |
| 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____                                                                                                                                                                                                                                                                                                                                                                                                                       |         |                                                                                                                                         |         |
| Filing Fee is \$50.00<br>Due by May 1, 2005                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |         | Make check payable to<br>Florida Department of State                                                                                    |         |
| 9. MANAGING MEMBERS/MANAGERS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |         | 10. ADDITIONS/CHANGES                                                                                                                   |         |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP<br><b>MANAGER<br/>GARY D. PICKENS<br/>5310 HARVEST HILL SUITE 288<br/>DALLAS, TX 75230 LB 108</b>                                                                                                                                                                                                                                                                                                                                                          |         | TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP<br><input type="checkbox"/> Change <input type="checkbox"/> Addition                 |         |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP<br><input type="checkbox"/> Delete                                                                                                                                                                                                                                                                                                                                                                                                                         |         | TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP<br><input type="checkbox"/> Change <input type="checkbox"/> Addition                 |         |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP<br><input type="checkbox"/> Delete                                                                                                                                                                                                                                                                                                                                                                                                                         |         | TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP<br><input type="checkbox"/> Change <input type="checkbox"/> Addition                 |         |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP<br><input type="checkbox"/> Delete                                                                                                                                                                                                                                                                                                                                                                                                                         |         | TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP<br><input type="checkbox"/> Change <input type="checkbox"/> Addition                 |         |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP<br><input type="checkbox"/> Delete                                                                                                                                                                                                                                                                                                                                                                                                                         |         | TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP<br><input type="checkbox"/> Change <input type="checkbox"/> Addition                 |         |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP<br><input type="checkbox"/> Delete                                                                                                                                                                                                                                                                                                                                                                                                                         |         | TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP<br><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)(X), 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>2/25/05</b> 972 991-7667                                                                                                       |         |
| SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE                                                                                                                                                                                                                                                                                                                                                                                                         |         | Date Daytime Phone #                                                                                                                    |         |

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