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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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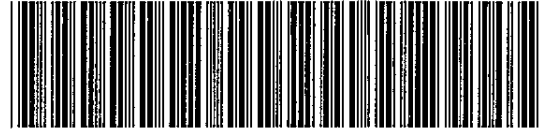
(Business Entity Name)

(Document Number)

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BURR & FORMAN LLP

ATTORNEYS AND COUNSELORS

420 North Twentieth Street, Suite 3100
Birmingham, Alabama 35203-5206

(205) 251-3000
(205) 458-5100 (Fax)

Ellen C. Prescott
Direct Dial: (205) 458-5115
Direct Fax: (205) 714-6874
Email: eprescott@burr.com

December 20, 2004

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Bay Harbor Development LLC

Dear Sir/Madam:

Enclosed please find duplicate originals of a Statement of Change of Registered Office or Registered Agent or Both for Limited Liability Company for the above-referenced entity. Also enclosed is a check in the amount of \$25.00 representing the filing fee for same.

Please file the Statement and return to this office a stamped "filed" copy. A return envelope is provided for your convenience.

Please call me (1-800/438-2877) if you have any questions or need any additional information regarding the enclosed.

Yours truly,



Ellen C. Prescott
Paralegal

ECP/ep
Enclosures
cc: Joseph G. Stewart, Esq.

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**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. The name of the limited liability company is: Bay Harbor Development LLC
2. The mailing address of the limited liability company is : _____
4000 Eagle Point Corporate Drive, Suite 100, Birmingham, AL 35243²
- October 14, 2004 L04000074820
3. Date of filing/registration in Florida 4. Document number

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Gary Wayne Smith

Name

2940 West 30th Court

Address

Panama City, Florida 32405

City, State and Zip

6. The name and address of the new registered agent and/or office:

C T Corporation System

Name

1200 South Pine Island Road

Florida street address (P.O. Box NOT acceptable)

Plantation

FL

33324

City, State and Zip

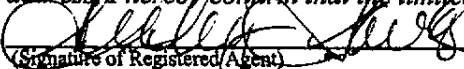
If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida 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 of a member or authorized representative of a member)

John W. Herring, a Member

(Printed or typed name of signee)

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 of Registered Agent)

Shelley Savage
Vice President

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

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