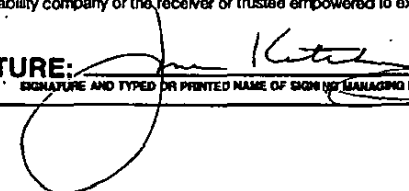


**FILED**  
**Mar 15, 2005 8:00 am**  
**Secretary of State**

02-14-2005 90181 028 \*\*\*\*50.00

**2005 LIMITED LIABILITY COMPANY  
ANNUAL REPORT**

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                            |         |                                                                              |                                                                                   |         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|---------|------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|---------|
| <b>DOCUMENT # L04000085375</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                            |         |                                                                              |  |         |
| 1. Entity Name<br><b>THREE MAIDENS FAIR, LLC</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                            |         |                                                                              |                                                                                   |         |
| Principal Place of Business<br><b>1111 BRICKELL AVE., 30TH FLOOR<br/>MIAMI, FL 33131</b>                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                            |         | Mailing Address<br><b>1111 BRICKELL AVE., 30TH FLOOR<br/>MIAMI, FL 33131</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>20-1964355</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                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                            |         |                                                                              | 7. Name and Address of New Registered Agent                                       |         |
| <b>KATCHER, GERALD<br/>1111 BRICKELL AVE., 30TH FLOOR<br/>MIAMI, FL 33131</b>                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                            |         |                                                                              | Name                                                                              |         |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                            |         |                                                                              | Street Address (P.O. Box Number is Not Acceptable)                                |         |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                            |         |                                                                              | City                                                                              |         |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                            |         |                                                                              | <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 re-registering) 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                | MGRM<br>KATCHER, JANE<br>1111 BRICKELL AVE., 30TH FLOOR<br>MIAMI, FL 33131 <input type="checkbox"/> Delete |         | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                               | <input type="checkbox"/> Change <input type="checkbox"/> Addition                 |         |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <input type="checkbox"/> Delete                                                                            |         | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                               | <input type="checkbox"/> Change <input type="checkbox"/> Addition                 |         |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <input type="checkbox"/> Delete                                                                            |         | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                               | <input type="checkbox"/> Change <input type="checkbox"/> Addition                 |         |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <input type="checkbox"/> Delete                                                                            |         | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                               | <input type="checkbox"/> Change <input type="checkbox"/> Addition                 |         |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <input type="checkbox"/> Delete                                                                            |         | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                               | <input type="checkbox"/> Change <input type="checkbox"/> Addition                 |         |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <input type="checkbox"/> Delete                                                                            |         | TITLE<br>NAME<br>STREET ADDRESS<br>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:                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                            |         | 2/9/05 305-808-2211                                                          |                                                                                   |         |
| SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                            |         | Date Daytime Phone #                                                         |                                                                                   |         |