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Jun 13, 2005 8:00 am
Secretary of State
04-22-2005 90050 028 ****50.00

2005 LIMITED LIABILITY COMPANY ANNUAL REPORT

DOCUMENT # L04000085655

1. Entity Name
UPSTATE INVESTMENTS #2, LLC

Principal Place of Business	Mailing Address
2001 PALM BEACH LAKES BLVD STE. 300 WEST PALM BEACH, FL 33409	2001 PALM BEACH LAKES BLVD STE. 300 WEST PALM BEACH, FL 33409

30009376

04192005 Chg-LLC CR2E083 (10/03)

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 34-2022897 ☐ Applied For ☐ Not Applicable

5. Certificate of Status Desired ☐ $5.00 Additional Fee Required

6. Name and Address of Current Registered Agent	7. Name and Address of New Registered Agent
DESORMIER-CARTWRIGHT, ANNE ~~941 NORTH HIGHWAY A1A~~ ~~JUPITER, FL 33477~~	Name Street Address (P.O. Box Number is Not Acceptable) 6664 149 PL City Palm Beach Gardens FL Zip Code 33418

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
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

Filing Fee is $50.00
Due by May 1, 2005

Make check payable to Florida Department of State

9. MANAGING MEMBERS/MANAGERS			10. ADDITIONS/CHANGES		
TITLE	MGRM	☐ Delete	TITLE		☐ Change ☐ Addition
NAME	BARAT, GARY C		NAME		
STREET ADDRESS	2001 PALM BEACH LAKES BLVD STE. 300		STREET ADDRESS		
CITY-ST-ZIP	WEST PALM BEACH, FL 33409		CITY-ST-ZIP		
TITLE	MGRM	☐ Delete	TITLE		☐ Change ☐ Addition
NAME	GREENSEID, GARY C		NAME		
STREET ADDRESS	2001 PALM BEACH LAKES BLVD STE. 300		STREET ADDRESS		
CITY-ST-ZIP	WEST PALM BEACH, FL 33409		CITY-ST-ZIP		
TITLE		☐ Delete	TITLE		☐ Change ☐ Addition
NAME			NAME		
STREET ADDRESS			STREET ADDRESS		
CITY-ST-ZIP			CITY-ST-ZIP		
TITLE		☐ Delete	TITLE		☐ Change ☐ Addition
NAME			NAME		
STREET ADDRESS			STREET ADDRESS		
CITY-ST-ZIP			CITY-ST-ZIP		
TITLE		☐ Delete	TITLE		☐ Change ☐ Addition
NAME			NAME		
STREET ADDRESS			STREET ADDRESS		
CITY-ST-ZIP			CITY-ST-ZIP		
TITLE		☐ Delete	TITLE		☐ Change ☐ Addition
NAME			NAME		
STREET ADDRESS			STREET ADDRESS		
CITY-ST-ZIP			CITY-ST-ZIP		

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: GARY C BARAT Gary C. Barat 4/19/05 (561) 615-0906
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE — Date — Daytime Phone #