2007 LIMITED LIABILITY COMPANY ANNUAL REPORT

DOCUMENT# L05000053174

Entity Name: RIVERWALK FREEPORT PROPERTIES, LLC

FILED Apr 27, 2007 Secretary of State

Current Principal Place of Business: New Principal Place of Business:

3925 W. HWY 30A 3925 W. HWY 30A

SUITE B SUITE G

SANTA ROSA BEACH, FL 32459 SANTA ROSA BEACH, FL 32459

Current Mailing Address: New Mailing Address:

3925 W. HWY 30A P.O. BOX 4817

SUITE B SANTA ROSA BEACH, FL 32459 SANTA ROSA BEACH, FL 32459

FEI Number: 30-0370901 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

MCNEESE, RICHARD S 36468 EMERALD COAST PARKWAY SUITE 1201 DESTIN, FL 32541 US

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.

SIGNATURE:

Electronic Signature of Registered Agent Date

MANAGING MEMBERS/MANAGERS: ADDITIONS/CHANGES:

Title: MGRM () Delete Title: MGRM (X) Change () Addition

 Name:
 BEACHDIRT, INC.,
 Name:
 BEACHDIRT, INC.,

 Address:
 3925 W. HWY 30A, SUITE B
 Address:
 3925 W. HWY 30A, SUITE G

 City-St-Zip:
 SANTA ROSA BEACH, FL 32459
 City-St-Zip:
 SANTA ROSA BEACH, FL 32459

I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my electronic 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: JERRY MILLER MGRM 04/27/2007