2008 LIMITED LIABILITY COMPANY ANNUAL REPORT

DOCUMENT# L05000122933

Entity Name: BAYFRONT II, LLC

Current Principal Place of Business:	**New Principal Place of Business:**
12273 EMERALD COAST PARKWAY STE. 108 DESTIN, FL 32550	

Current Mailing Address:	**New Mailing Address:**
PO BOX 6697 DESTIN, FL 32550	

FEI Number: 20-3973051   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:**
DIXON, STEPHEN 12273 EMERALD COAST PARKWAY STE. 108 DESTIN, FL 32550 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:		( ) Change ( ) Addition
Name:	DIXON, STEPHEN	Name:		
Address:	PO BOX 6697	Address:		
City-St-Zip:	DESTIN, FL 32550	City-St-Zip:		
Title:	MGRM ( ) Delete	Title:		( ) Change ( ) Addition
Name:	KAZEK, JON	Name:		
Address:	285 PAYNE ST., UNIT 26B	Address:		
City-St-Zip:	DESTIN, FL 32550	City-St-Zip:		
Title:	MGRM ( ) Delete	Title:		( ) Change ( ) Addition
Name:	GARRISON, D. CARL C	Name:		
Address:	2503 ENICINO LANE	Address:		
City-St-Zip:	SUGAR LAND, TX 77478	City-St-Zip:		
Title:	MGRM ( ) Delete	Title:		( ) Change ( ) Addition
Name:	GARRISON, JERRY	Name:		
Address:	2503 ENICINO LANE	Address:		
City-St-Zip:	SUGAR LAND, TX 77478	City-St-Zip:		

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: STEPHEN DIXON   MGRM   03/05/2008

Electronic Signature of Signing Managing Member, Manager, or Authorized Representative / Date