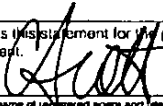
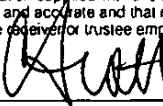


FILED  
May 03, 2007 8:00 am  
Secretary of State

04-16-2007 90348 045 \*\*\*\*50.00

2007 LIMITED LIABILITY COMPANY  
ANNUAL REPORT

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                |                                                                                                                                                                                                             |                |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| DOCUMENT # L06000087860                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                |                                                                                                                            |                |
| 1. Entity Name<br>MODEL HOLDINGS, LLC                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                |                                                                                                                                                                                                             |                |
| Principal Place of Business<br>C/O MITCHELL R. MONTGOMERY<br>13400 SUTTON PARK DRIVE SOUTH, STE. 1402<br>JACKSONVILLE, FL 32224                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                | Mailing Address<br>C/O MITCHELL R. MONTGOMERY<br>13400 SUTTON PARK DRIVE SOUTH, STE. 1402<br>JACKSONVILLE, FL 32224                                                                                         |                |
| 2. Principal Place of Business - No P.O. Box #<br>13400 SUTTON PARK DR S                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                | 3. Mailing Address<br>13400 SUTTON PARK DR S                                                                                                                                                                |                |
| Suite, Apt. #, etc.<br>SUITE 1401                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                | Suite, Apt. #, etc.<br>SUITE 1401                                                                                                                                                                           |                |
| City & State<br>JACKSONVILLE FL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                | City & State<br>JACKSONVILLE FL                                                                                                                                                                             |                |
| Zip<br>32224                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Country<br>USA | Zip<br>32224                                                                                                                                                                                                | Country<br>USA |
| 4. FEI Number<br>20-5565138                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                | Applied For<br>Not Applicable                                                                                                                                                                               |                |
| 5. Certificate of Status Desired <input type="checkbox"/> \$5.00 Additional Fee Required                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                |                                                                                                                                                                                                             |                |
| 6. Name and Address of Current Registered Agent<br>MONTGOMERY, MITCHELL R.<br>13400 SUTTON PARK DRIVE SOUTH, STE. 1402<br>JACKSONVILLE, FL 32224                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                | 7. Name and Address of New Registered Agent<br>Name<br>M. CRAIG SCOTT<br>Street Address (P.O. Box Number is Not Acceptable)<br>13400 SUTTON PARK DR S STE 1401<br>City<br>JACKSONVILLE FL Zip Code<br>32224 |                |
| 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.<br>SIGNATURE  DATE 4/11/07<br><small>Signature, typed or printed name of registered agent and fee is applicable (FROE Registered Agent signature required when reinstating)</small>                                                                                                                                                                                                                                     |                |                                                                                                                                                                                                             |                |
| Filing Fee is \$50.00<br>Due by May 1, 2007                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                | 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<br>MANAGER<br>M CRAIG SCOTT<br>13400 SUTTON PARK DR S STE 1401<br>JACKSONVILLE FL 32224                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                | TITLE<br>NAME<br>STREET ADDRESS<br>CITY- ST- ZIP<br><input type="checkbox"/> Delete <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                       |                |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY- ST- ZIP<br>PRINCIPAL<br>DONALD W HALL JR<br>13400 SUTTON PARK DR S STE 1401<br>JACKSONVILLE FL 32224                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                | TITLE<br>NAME<br>STREET ADDRESS<br>CITY- ST- ZIP<br><input type="checkbox"/> Delete <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                       |                |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY- ST- ZIP<br>PRINCIPAL<br>MITCHELL R MONTGOMERY<br>13400 SUTTON PARK DR S STE 1402<br>JACKSONVILLE FL 32224                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                | TITLE<br>NAME<br>STREET ADDRESS<br>CITY- ST- ZIP<br><input type="checkbox"/> Delete <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                       |                |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY- ST- ZIP<br><input type="checkbox"/> Delete                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                | TITLE<br>NAME<br>STREET ADDRESS<br>CITY- ST- ZIP<br><input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                       |                |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY- ST- ZIP<br><input type="checkbox"/> Delete                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                | TITLE<br>NAME<br>STREET ADDRESS<br>CITY- ST- ZIP<br><input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                       |                |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY- ST- ZIP<br><input type="checkbox"/> Delete                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                | TITLE<br>NAME<br>STREET ADDRESS<br>CITY- ST- ZIP<br><input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                       |                |
| 11. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, 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.<br>SIGNATURE:  DATE<br><small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE</small> |                |                                                                                                                                                                                                             |                |