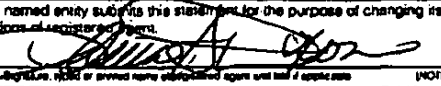


FILED  
May 03, 2007 8:00 am  
Secretary of State

04-02-2007 90435 010 \*\*\*\*50.00

2007 LIMITED LIABILITY COMPANY  
ANNUAL REPORT

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                              |                                                                                                                               |                                                                   |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|
| DOCUMENT # L06000088161                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                              |                                              |                                                                   |
| 1. Entity Name<br>WATERFORD II PROPERTIES, LLC                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                              |                                                                                                                               |                                                                   |
| Principal Place of Business<br>3581 MERCANTILE AVENUE<br>NAPLES, FL 34104                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                              | Mailing Address<br>3581 MERCANTILE AVENUE<br>NAPLES, FL 34104                                                                 |                                                                   |
| 2. Principal Place of Business - No P.O. Box #                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                              | 3. Mailing Address                                                                                                            |                                                                   |
| Suite, Apt. #, etc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                              | Suite, Apt. #, etc.                                                                                                           |                                                                   |
| City & State                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                              | City & State                                                                                                                  |                                                                   |
| Zip                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Country                                                                                                      | Zip                                                                                                                           | Country                                                           |
| 03192007 Chg-LLC CR2E083 (12/06)                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                              | 4. FEI Number<br>86-1174190                                                                                                   |                                                                   |
| 5. Certificate of Status Desired <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                              | \$5.00 Additional Fee Required                                                                                                |                                                                   |
| 6. Name and Address of Current Registered Agent<br>CLARY, MARY BETH M ESQUIRE<br>PORTER, WRIGHT, MORRIS & ARTHUR LLP<br>5801 PELICAN BAY BOULEVARD, SUITE 300<br>NAPLES, FL 34108                                                                                                                                                                                                                                                                                                                        |                                                                                                              | 7. Name and Address of New Registered Agent<br>Name<br>Street Address (P.O. Box Number is Not Acceptable)<br>City FL 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                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                              | DATE 3/20/07                                                                                                                  |                                                                   |
| 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-STATE-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                        | MGRM<br>DIXON, JAMES S TRUSTEE<br>3581 MERCANTILE AVENUE<br>NAPLES, FL 34104 <input type="checkbox"/> Delete | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-STATE-ZIP                                                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-STATE-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                        | MGRM<br>DIXON, LAURA H TRUSTEE<br>3581 MERCANTILE AVENUE<br>NAPLES, FL 34104 <input type="checkbox"/> Delete | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-STATE-ZIP                                                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-STATE-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Delete                                                                              | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-STATE-ZIP                                                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-STATE-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Delete                                                                              | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-STATE-ZIP                                                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-STATE-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Delete                                                                              | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-STATE-ZIP                                                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-STATE-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Delete                                                                              | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-STATE-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 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 606, Florida Statutes. |                                                                                                              |                                                                                                                               |                                                                   |
| SIGNATURE                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                              | DATE 4-11-07 239-436-1569                                                                                                     |                                                                   |
| SIGNATURE AND TYPED OR PRINTED NAME OF BORROWING MANAGER, MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                              | DATE                                                                                                                          |                                                                   |