

FILE NOW: Fee after May 1, will be \$588.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED
97 APR 16 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE	Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee
\$ 203.75	Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company **DOCUMENT # L96000000003**

LODGESOUTH NAVARRE, L.C.
 1198 GULF BREEZE PARKWAY
 SUITE 8
 GULF BREEZE FL 32561

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

1a. Principal Place of Business Address

8677 NAVARRE PARKWAY
 NAVARRE FL 32566

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Lodge South Navarre, L.C.		127 S. Alcaniz St.		12/29/1995	FL
Suite, Apt., etc.		Suite, Apt. #, etc.		4. FEI Number	<input type="checkbox"/> Applied For
Pensacola, FL		Pensacola, FL		59-3327845	<input type="checkbox"/> Not Applicable
Zip	Country	Zip	Country	5. Date of Last Report	6. Certificate of Status Desired
32501	USA	32501	USA	06/12/1996	<input checked="" type="checkbox"/> Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent

MCALPIN, RICHARD R
 1198 GULF BREEZE PARKWAY
 SUITE 8
 GULF BREEZE FL 32561

8. Name and Address of New Registered Agent

Name: McAlpin Richard R.
 Street Address (P.O. Box Number is Not Acceptable): 127 South Alcaniz Street
 Suite, Apt. #, etc.:
 City: Pensacola FL Zip Code: 32501

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE: *[Signature]* DATE: 4/4/97

(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	MCALPIN, RICHARD R	1198 GULF BREEZE PARKWAY,	GULF BREEZE FL

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[Signature]

11. I do 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 annual 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; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: *[Signature]* DATE: 4/4/97

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Day Daytime Phone #