

File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 18 PM 2:26

FILING FEE \$ 188.75 Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company DESTIN HARBOR PLACE, L. C. 1000 Ridgeway Loop Road, Suite #320 Memphis, Tennessee 38120	DOCUMENT # L96000000137
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1a. Principal Place of Business Address 151 Regions Way, Suite 6-A Destin, Florida 32541
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2. Principal Place of Business 151 Regions Way Suite, Apt. #, etc. Suite 6 - Bldg. A City & State Destin, Florida Zip 32541	2a. Mailing Address Suite, Apt. #, etc. City & State Country Okaloosa
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3. Date Organized or Qualified 02/01/96	3a. State of Formation FL
4. FEI Number 58-2340275	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent McGill, Robert E., III 43 Hwy. 98 East, Suite 5 Destin, Florida 32541
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8. Name and Address of New Registered Agent/Office Name W. CHRISTOPHER HART Street Address (P.O. Box Number is Not Acceptable) 151 Regions Way, Suite, Apt. #, etc. Suite 6, Building A City Destin Zip Code FL 32541

9. Pursuant to the provisions of Sections 601.415 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 obligation.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when resigning)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	Frank L. Flautt, Jr.	1000 Ridgeway Loop Rd., Suite 320	Memphis, Tn. 38120 

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****188.75 ****188.75

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:  Managing Member 4-29-98