
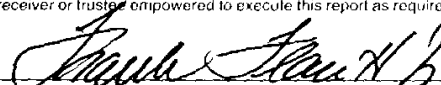
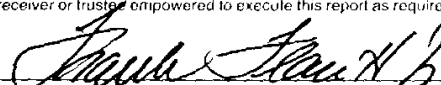


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED 99 APR 15 PM 4: 14 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
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 DOCUMENT # L96000000137 DESTIN HARBOR PLACE, L.C. 1000 RIDGEWAY LOOP ROAD, SUITE #320 MEMPHIS TN 38120		1a. Principal Place of Business Address 151 REGIONS WAY, SUITE 6-BLD DESTIN FL 32541			
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip		2a. Mailing Address Suite, Apt. #, etc. City & State Zip		3. Date Organized or Qualified 02/01/1996 4. FEI Number 58-2340275 5. Date of Last Report 06/18/1998	
				3a. State of Formation FL <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent HART, CHRISTOPHER W 151 REGIONS WAY, SUITE 6-BLDG. A DESTIN FL 32541			8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code		
			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. Thereby accept the appointment as registered agent, and accept the obligations. SIGNATURE _____ DATE _____		
10. Title Managing Members/Managers Business Street Address City, State and Zip Code					
MGRM FLAUTT, FRANK L		1000 RIDGEWAY LOOP RD., SU		MEMPHIS TN	
<div style="text-align: center;">  4-19-99 </div>					
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:  4-9-99 901-681-9181					