


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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                           |                                                                                                                                                                                               |                                                                                                        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|
| LIMITED LIABILITY COMPANY<br>ANNUAL REPORT<br>1999                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                           | <br>FLORIDA DEPARTMENT OF STATE<br><b>Katherine Harris</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |                                                                                                        |
| FILING FEE Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee<br>\$ 188.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                           |                                                                                                                                                                                               |                                                                                                        |
| 1. Name and Mailing Address of Limited Liability Company<br><b>DOCUMENT # L97000000032</b><br><br>BAY INVESTMENTS OF PALM COAST L.C.<br><del>1 FLORIDA PARK DRIVE, SUITE 350</del><br>PALM COAST FL 32137                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                           | 1a. Principal Place of Business Address<br><br>1 FLORIDA PARK DRIVE, SUITE<br>PALM COAST FL 32137                                                                                             |                                                                                                        |
| 2. Principal Place of Business<br>2106 KINGS ROAD N<br>Suite, Apt. #, etc.<br>SUITE B101<br>City & State<br>PALM COAST MA<br>Zip<br>32137<br>Country                                                                                                                                                                                                                                                                                                                                                                                                                                               | 2a. Mailing Address<br>5 DRIFTWOOD LANE<br>Suite, Apt. #, etc.<br>City & State<br>LYNNFIELD MA<br>Zip<br>01940<br>Country | 3. Date Organized or Qualified<br>01/07/1997                                                                                                                                                  | 3a. State of Formation<br>FL                                                                           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                           | 4. FEI Number<br>04-3346951                                                                                                                                                                   | <input type="checkbox"/> Applied For<br><input type="checkbox"/> Not Applicable                        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                           | 5. Date of Last Report<br>04/07/1998                                                                                                                                                          | 6. Certificate of Status Desired<br><input checked="" type="checkbox"/> \$8.75 Additional Fee Required |
| 7. Name and Address of Current Registered Agent<br><br>CORPORATION SERVICE , COMPANY<br>1201 HAYS STREET<br>TALLAHASSEE FL 32301                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                           | 8. Name and Address of New Registered Agent/Office<br><br>Name<br><br>Street Address (P.O. Box Number is Not Acceptable)<br><br>Suite, Apt. #, etc.<br><br>City<br>FL 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. I hereby accept the appointment as registered agent, and accept the obligations.                                                                                                                                                                           |                                                                                                                           |                                                                                                                                                                                               |                                                                                                        |
| SIGNATURE _____<br>(Registered Agent Accepting Appointment) (If Not, Registered Agent signature required when new agent)                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                           | DATE _____                                                                                                                                                                                    |                                                                                                        |
| 10. Title                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Managing Members/Managers                                                                                                 | Business Street Address                                                                                                                                                                       | City, State and Zip Code                                                                               |
| MGRM                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | KAAN, VALERIE                                                                                                             | 5 DRIFTWOOD LANE                                                                                                                                                                              | LYNNFIELD MA                                                                                           |
| MGRM                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | KAAN, GLORIA A                                                                                                            | 5 DRIFTWOOD LANE                                                                                                                                                                              | LYNNFIELD MA                                                                                           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                           |                                                                                                                                                                                               | 300002922719--7<br>-07/02/99--01090--013<br>****597.50****597.50<br><br>JUN 29 1999                    |
| 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: <u>Valerie E. Kean</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                           | 6/2/99 781-334-7092                                                                                                                                                                           |                                                                                                        |
| SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGER, MEMBER OR MANAGER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                           | Daytime Phone #                                                                                                                                                                               |                                                                                                        |

**BAY INVESTMENTS MANAGEMENT, INC**

June 21, 1999

Secretary of State  
Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, Fl. 32314

Re: Limited Liability Company Annual Report

To the Secretary:

Please return the Certificate of Status to:

Bay Investments of Palm Coast L.C.  
21 Old Kings Road North  
Suite B 101  
Palm Coast, Fl. 32137

Please call with any questions.

Thank - you,

Valerie E. Kaan  
Managing Member