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NAPLI	THIRD STREET SO THE	.416 and 608.508 , in the State of Flo	3, Florida Statutes, the a prida. Such change was a Denn (NOTE Registered Agent signate	Suite, Apt. #, e Suite 4 City Naples above-named limit authorized by affiri	ted liability company sut mative vote of a majority	bmits this star of the members 8/10	stement for the bers. I hereby	N3 the purpose of changing y accept the appointment
10. Title Managing Members/Manage			(IACLE ASSESSMENT AND ASSESSMENT ASSESSMENT AND ASSESSMENT ASSE	ness Street Addre		c	City, State and	in Tith Come
MGR BEVINS, DONALD			3401 NORTH TAMIA		MI TRAIL,	NAPL!	ES FL	
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Donald Devins, Manager 8/16/99 (941) 261-7577

Daytime Phone #

INHSE10 R (6/99)

SIGNATURE: Donald Devins, Mar SIGNATURE SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

Donald Bevins, Manager Fifth Avenue Beach Club, L.L.C. 3757 Tamiami Trail North Naples, Florida 34103

Via Certified Mail Return Receipt Requested

Division of Corporations Registration Section P.O. Box 6327 Tallahassee, Florida 32314

> Re: Fifth Avenue Beach Club, L.L.C. 1999 Annual Report Document Number L98000002878

To Whom It May Concern:

I am the Manager of Fifth Avenue Beach Club, L.L.C., a Florida limited liability company whose Articles of Organization were filed on November 28, 1998. I recently received the "2nd and Final Notice" with respect to the company's Annual Report. However, I never received the "1st Notice" nor any other documentation regarding the 1999 Annual Report.

The principal office and mailing address of the company has recently changed. However, I continued to receive and review mail at the company's former mailing address (3401 North Tamiami Trail, Suite 207, Naples, Florida 34103) after May 1, 1999, and I never received the "1st Notice" of Annual Report at the former address prior to this date.

I spoke with a representative of your office who advised me to send this letter along with my completed Annual Report form. In addition, since I did not receive the "1st Notice" of Annual Report, I was also instructed to pay only the original filing fee in the amount of \$188.75.

Page 2 Division of Corporations

Therefore, enclosed please find the completed 1999 Annual Report for the company, along with a check in the amount of \$188.75 to cover the original filing fees. Please file the Annual Report.

Please fax or send me a date stamped copy of this letter and the Annual Report, acknowledging your receipt of the same. I can be reached by facsimile at (941) 262-5367. A copy of this letter, the Annual Report, and a return envelope are enclosed for your convenience.

I appreciate your assistance in this matter. If you have any questions, please feel free to call me at (941) 261-7577.

Sincerely,

FIFTH AVENUE BEACH CLUB, L.L.C.

Donald Bevins, Manager

Enclosures