

FILED  
Jun 15, 2004 8:00 am  
Secretary of State

04-20-2004 90187 004 \*\*\*\*50.00

2004 LIMITED LIABILITY COMPANY  
ANNUAL REPORT

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                 |                                                                                                                               |                                                                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|
| DOCUMENT # M03000000656                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                 |                                              |                                                                   |
| 1. Entity Name<br>NNP-SOUTHBEND, LLC                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                 |                                                                                                                               |                                                                   |
| Principal Place of Business<br>9404 GENESEE AVENUE, SUITE 230<br>LA JOLLA, CA 92037                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                 | Mailing Address<br>9404 GENESEE AVENUE, SUITE 230<br>LA JOLLA, CA 92037                                                       |                                                                   |
| 2. Principal Place of Business                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                 | 3. Mailing Address                                                                                                            |                                                                   |
| Suite, Apt. #, etc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                 | Suite, Apt. #, etc.                                                                                                           |                                                                   |
| City & State                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                 | City & State                                                                                                                  |                                                                   |
| Zip                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Country                                                                                                                         | Zip                                                                                                                           | Country                                                           |
| 4. FEI Number 06-1682052<br>APPLIED FOR                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                 | Applied For<br>Not Applicable                                                                                                 |                                                                   |
| 5. Certificate of Status Desired <input type="checkbox"/> \$5.00 Additional Fee Required                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                 |                                                                                                                               |                                                                   |
| 6. Name and Address of Current Registered Agent<br>NRAI SERVICES, INC.<br>528 E. PARK AVENUE<br>TALLAHASSEE, FL 32301                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                 | 7. Name and Address of New Registered Agent<br>Name<br>Street Address (P.O. Box Number is Not Acceptable)<br>City FL Zip Code |                                                                   |
| 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.                                                                                                                                                                                                                                                                                 |                                                                                                                                 |                                                                                                                               |                                                                   |
| SIGNATURE _____ (NOTE: Registered Agent signature required when terminating) DATE _____                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                 |                                                                                                                               |                                                                   |
| Filing Fee is \$50.00<br>Due by May 1, 2004                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                 | Make check payable to<br>Florida Department of State                                                                          |                                                                   |
| 9. MANAGING MEMBERS / MANAGERS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                 | 10. ADDITIONS / CHANGES                                                                                                       |                                                                   |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                | MGRM<br>NEWLAND NATIONAL PARTNERS, L.P.<br>9404 GENESEE AVENUE, SUITE 230<br>LA JOLLA, CA 92037 <input type="checkbox"/> Delete | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <input type="checkbox"/> Delete                                                                                                 | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <input type="checkbox"/> Delete                                                                                                 | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <input type="checkbox"/> Delete                                                                                                 | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <input type="checkbox"/> Delete                                                                                                 | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <input type="checkbox"/> Delete                                                                                                 | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 11. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), Florida Statutes. I further certify that the information indicated on this 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 606, Florida Statutes. |                                                                                                                                 |                                                                                                                               |                                                                   |
| SIGNATURE: _____ See Attached Signature Page<br>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE Date Daytime Phone #                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                 |                                                                                                                               |                                                                   |

Attachment, 34008653  
# 1103000000656

SIGNATURE PAGE

NNP- SOUTHBEND, LLC - STATEMENT OF INFORMATION

NNP- SOUTHBEND, LLC  
a Delaware limited liability company

By: Martha K. Guy  
Martha K. Guy, Vice President & Secretary

By: Dolores A. Valle  
Dolores A. Valle, Assistant Secretary

DATE: April 15, 2004