



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

<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1999</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		<b>FILED</b> 02 APR -9 PM 5:00 SECRETARY OF STATE	
<b>FILING FEE \$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company  <b>SOUTH BAY/NAPLES, L.L.C.</b> <b>3301 WESTEND AVENUE, SUITE 200</b> <b>NASHVILLE TN 37203</b>		<b>DOCUMENT # M98000000665</b>  1a. Principal Place of Business Address  <b>3301 WESTEND AVENUE, SUITE 2</b> <b>NASHVILLE TN 37203</b>			
2. Principal Place of Business  Suite, Apt. #, etc.  City & State  Zip      Country		2a. Mailing Address  Suite, Apt. #, etc.  City & State  Zip      Country		3. Date Organized or Qualified <b>06/24/1998</b>  4. FEI Number <b>62-1742604</b>  5. Date of Last Report  3a. State of Formation <b>DE</b>  <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  <b>BARNES, ROBERT L</b> <b>2655 MCCORMICK DR.</b> <b>CLEARWATER FL 33759</b>			8. Name and Address of New Registered Agent/Office  Name  Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. <b>000002842450--5</b> <b>-04/16/99 -01086--009</b> City <b>FL</b> Zip Code <b>****188.75 ****188.75</b>		
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 _____			DATE _____		
<small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent Signature required when reappointing)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	CARTER, MARE L	3301 WESTEND AVENUE, SUITE		NASHVILLE TN	
MGRM	HASTON, HARRIS C	3301 WESTEND AVENUE, SUITE		NASHVILLE TN	
<b>T.J.C. APR 15 1999</b>					
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: _____					
<small>SIGNATURE AND TYPE (OR PRINTED NAME) OF SIGNING MANAGING MEMBER OR MANAGER</small>					