

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

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FEB 17 1999  
99 APR - 1 AM 8:32

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS
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<b>FILING FEE</b> \$ 188.75	<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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<b>1. Name and Mailing Address of Limited Liability Company</b>  ST. JOHNS BLUFF LODGING, LLC 114 W. 12TH STREET, SUITE D TIFTON GA 31794	<b>DOCUMENT #</b> M98000000873
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<b>1a. Principal Place of Business Address</b>  114 W. 12TH STREET, SUITE D TIFTON GA 31794
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<b>2. Principal Place of Business</b>	<b>2a. Mailing Address</b>
Suite, Apt. #, etc.	P.O. DRAWER 1905 Suite, Apt. #, etc.
City & State	City & State TIFTON, GA
Zip	Zip
Country	Country
	31793 USA

<b>3. Date Organized or Qualified</b> 08/12/1998	<b>3a. State of Formation</b> GA
<b>4. FEI Number</b> 58-2374196	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
<b>5. Date of Last Report</b>	<b>6. Certificate of Status Desired</b> <input checked="" type="checkbox"/> \$8.75 Additional Fee Required

<b>7. Name and Address of Current Registered Agent</b>  HOLBROOK, AKEL, COLD, STIEFEL & RAY, ONE INDEPENDENT DRIVE, SUITE 2301 JACKSONVILLE FL 32202
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<b>8. Name and Address of New Registered Agent/Office</b>
Name
Street Address (P.O. Box Number is Not Acceptable) 700002838337--3
Suite, Apt. #, etc. -04714799--01005--009
City FL
Zip Code ***188.75 ***188.75

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 \_\_\_\_\_  
(the Registered Agent Accepting Appointment) (SOLE) (Registered Agent's justification) (Reference to Statute)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	BOWEN, WILLIAM D	45 EAGLE DR.	TIFTON GA
MGRM	LA HOOD, GEORGE J JR.	RT 1 BOX 425	VALDOSTA GA

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:** *William D. Bowen* 3-30-99 912-382-0040  
SIGNATURE AND TITLE OF REGISTERED AGENT OF LIMITED LIABILITY COMPANY OR MANAGER