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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

[illegible]

DO NOT WRITE IN THIS SPACE

City & State Denver, CO		City & State Denver, CO		4. FEI Number <b>52-2177468</b>		Applied For Not Applicable	
Zip 80222		Country USA		Zip 80222		Country USA	
6. Name and Address of Current Registered Agent				5. Certificate of Status Desired <input type="checkbox"/> \$5.00 Additional Fee Required			
<b>THE PRENTICE-HALL CORPORATION SYSTEM, INC.</b> <b>1201 HAYS STREET</b> <b>TALLAHASSEE FL 32301</b>				7. Name and Address of New Registered Agent			
				Name			
				Street Address (P.O. Box Number is Not Acceptable)			
				City <b>FL</b> 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.							
SIGNATURE _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE</small>							
<b>FILE NOW!!! FEE IS \$50.00</b> <b>Make Check Payable to Department of State</b>				<b>100004287491--6</b> <b>-05/22/01--01081--003</b> <b>*****50.00 *****50.00</b>			
9. MANAGING MEMBERS/MEMBERS				10. ADDITIONS/CHANGES			
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>MGR</b> <b>ZICKLER, LEO E</b> <input checked="" type="checkbox"/> Delete <b>7200 WISCONSIN AVENUE, #1100</b> <b>BETHESDA MD 20814</b>			TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>MBR</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition <b>Oxford Realty Financial Group, Inc.</b> <b>2000 S. Colo. Blvd., Tower Two #2-1000</b> <b>Denver, CO 80222</b>		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>MGR</b> <input checked="" type="checkbox"/> Delete <b>DOWNING, ROBERT B</b> <b>7200 WISCONSIN AVENUE, #1100</b> <b>BETHESDA MD 20814</b>			TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>MBR</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition <b>ATMCO Properties, L.P.</b> <b>2000 S. Colo Blvd., Tower Two #2-1000</b> <b>Denver, CO 80222</b>		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>MGR</b> <input checked="" type="checkbox"/> Delete <b>LAVIN, FRANCIS P</b> <b>7200 WISCONSIN AVENUE, #1100</b> <b>BETHESDA MD 20814</b>			TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
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TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete			TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition		

CR2E083 (11/00)

11. I 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 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.

Naples-Oxford, L.L.C. by its managing member Oxford Realty Financial Group, Inc.

**SIGNATURE:** By: Deborah Ches Deborah Ches Asst. Secretary 4-27-01 (303) 757-8101

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE

Date \_\_\_\_\_

Daytime Phone #