



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State - Corporations Division

Matthew A. Brown
Secretary of State

June 21, 2004

Galilee Hotel Associates, L.L.C.
307 Great Island Road
Narragansett, RI 02882

RE: Corporate ID# 120512
Galilee Hotel Associates, L.L.C.

Dear Sir or Madam:

This is to notify you that this office received on June 17, 2004 the resignation of Thomas H. Quinn, Jr. as Resident Agent of the above-named limited liability company, a copy of which is enclosed. Section 7-16-11 of the General Laws of the State of Rhode Island states "unless, a later time is specified in the resignation, it is effective thirty (30) days after it is filed."

Pursuant to the provisions set forth in Section 7-16-11 of the General Laws of the State of Rhode Island, "each domestic or foreign registered limited liability company shall have a resident agent for service of process on the limited liability company". In order to ensure that your authority to conduct business will remain intact, please complete and file with this office the enclosed Change of Resident Agent form as soon as possible.

Thank you for your cooperation.

Sincerely,

Catherine Caprio Albanese
Data Services Coordinator
Corporations Division

enc.

Corporations Division

Phone 401-222-3040

Fax 401-222-1309

corporations@state.ri.us

Secretary of State

Phone 401-222-1387

Fax 401-222-3879

secretary@state.ri.us

CCC

Phone 401-222-3040

Fax 401-222-3879

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100 North Main Street
Providence, RI 02903

Office of the
Secretary of State

House Room 217
Providence, RI 02903

401-222-2357

401-222-1356

TTY 711

os@state.ri.us

THOMAS H. QUINN, JR. LTD.
C O U N S E L O R A T L A W

June 14, 2004

Secretary of State
Corporation's Division
100 North Main Street
Providence, RI 02903-1335

RE: Chiropractic Center of South County, Inc.
 Marine Machinery, Inc.
 Galilee Hotel Associates, L.L.C.
 Kitchens Plus, Inc.
 ~~Conley Development, L.L.C.~~
 West End Plumbing, Inc.

Dear Sir or Madam:

I hereby resign as the agent for service of process for the above-named corporations, effective immediately.

Please place this letter in your corporate files for these corporations.

Sincerely,



Thomas H. Quinn, Jr.

THQ/mck

RECEIVED
CORPORATION'S DIVISION
JUN 14 11 56 AM '04

WINOGRAD, SHINE & ZACKS, P.C.

ATTORNEYS AT LAW
123 DYER STREET
PROVIDENCE, RHODE ISLAND 02903-3980
(401) 273-8300
FAX: (401) 272-5728
EMAIL: firm@wszlaw.com

MAX WINOGRAD
(1921-1970)
ALLAN M. SHINE
RICHARD W. ZACKS
CARY J. COEN
E. MARTIN STUTCHFIELD
DIANE FINKLE
DEBORAH DINARDO
MELISSA M. HORNE
RICHARD J. LAND
LYNN K. GIFFORD

March 17, 2004

TO CUSTOMERS, CREDITORS AND OTHER PARTIES IN INTEREST:

Re: Galilee Hotel Associates, LLC }
a/k/a The Lighthouse Inn
307 Great Island Road, Narragansett, RI

On March 4, 2004, the Rhode Island Superior Court entered an Order, a copy of which is enclosed, appointing the undersigned Receiver of the assets and business of Galilee Hotel Associates, LLC, a/k/a The Lighthouse Inn ("Lighthouse Inn"). Lighthouse Inn operates a 100-room hotel facility. The Inn is currently closed during the off-season.

A Receivership is a State Court insolvency proceeding. The Receiver is an Officer of the Court, appointed for the purpose of representing the interests of all creditors and parties in interest. Our office does not and has not represented Lighthouse Inn or its owners. We have been appointed as a neutral, impartial Receiver, for the purpose of supervising Lighthouse Inn's affairs, and, subject to Court approval after notice to all creditors, seeking to market and sell its business and assets for the highest value in order to maximize recovery for creditors and all parties in interest. The business has been shut down and is unlikely to reopen.

In connection with the Receivership, as set forth in Paragraph 6 of the enclosed Order, all customers, creditors and other parties are enjoined and stayed from taking any action to enforce their claims against Lighthouse Inn and/or its assets.

In order that your interests be protected and that you make sure that you receive notice of all appropriate Court filings in connection with this case, I am taking the liberty of enclosing a Proof of Claim form. I suggest that all customers and creditors who have claims for deposits paid, or otherwise, complete, execute before a Notary Public, and return to me the Proof of Claim form at the earliest possible date.

Additionally, if you are a customer who gave Lighthouse Inn a deposit or other payment through your credit card and have not yet used the reservation, you may want to notify your credit card issuer. You may be entitled to a credit on your credit card for such deposit or payment

INTERESTED PARTIES

March 17, 2004

Page 2

- that is a matter between you and your credit card issuer.

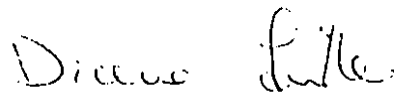
It is the Receiver's intention to recommend to the Court that customer's claims for deposits, or any other such claim, be entitled to priority status when distribution is made in this case.

No distribution to customers or creditors will take place without notice to all customers and creditors and other parties in interest who file a Proof of Claim with the Receiver, after a Hearing thereon before the Rhode Island Superior Court.

As indicated in the enclosed Order, the Rhode Island Superior Court has scheduled a Hearing on continuation of the undersigned as Permanent Receiver, for 9:30 a.m. on March 31, 2004. Customers, creditors and other interested parties are welcome to attend, but are not required to do so.

If you have any questions regarding any aspect of the foregoing, please feel free to contact the undersigned Receiver.

Very truly yours,



Diane Finkle, Receiver of
Galilee Hotel Associates, LLC,
a/k/a The Lighthouse Inn

DF/eg
Enclosures

STATE OF RHODE ISLAND
PROVIDENCE, SC

SUPERIOR COURT

BANK RHODE ISLAND,
Petitioner,

vs.

P.M. No. 03 - 5475

GALILEE HOTEL ASSOCIATES, L.L.C.,
Respondent.

ORDER APPOINTING TEMPORARY RECEIVER

This cause came on to be heard before the Court upon the Petition for Appointment of a Receiver and, upon consideration thereof and with the consent of the Respondent, it is hereby

ORDERED, ADJUDGED AND DECREED:

1. That Diane Finkle of Providence, Rhode Island be and hereby is appointed Temporary Receiver (the "Receiver") of the Respondent.

2. That said Receiver shall, no later than March 15, 2004, file a bond in the sum of \$ 10,000 with any surety company authorized to do business in the State of Rhode Island as surety thereon, conditioned that the Receiver will well and truly perform the duties of said office and duly account for all monies and property which may come into the Receiver's hands and abide by and perform all things which the Receiver will be directed to do by this Court.

3. That said Receiver is authorized to take possession and charge of the property and assets of the Respondent, to collect the debts and property belonging to it, and to preserve the same until further order of this Court.

4. That said Receiver is authorized until further Order of this Court, in the Receiver's discretion and as said Receiver deems appropriate and advisable, to conduct the business of said Respondent, to use such moneys as shall come into the Receiver's hands and possession, as far as the same shall be necessary, for the above purposes and for continuing the business of said Respondent, to borrow money from time to time, to purchase for cash or upon credit, merchandise, materials and other property, to engage employees and assistants, clerical or otherwise (except that the Receiver shall first obtain *ex parte* approval to hire attorneys, accountants and turn around professionals), and to do and perform, or cause to be done and performed, all other acts and things as are appropriate in the premises until further Order of this Court.

5. That, pursuant to and in compliance with Rhode Island Supreme Court Executive Order No. 95-01, this Court finds that the designation of the aforesaid person

2004 MAR -4 P 3:58

FILED
CLERK

for appointment as Receiver is warranted and required because of the Receiver's specialized expertise and experience.

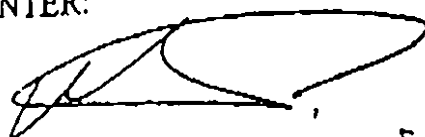
6. That the commencement, prosecution, or continuance of the prosecution of any action, suit, arbitration proceeding, hearing, or any foreclosure, reclamation or repossession proceeding, both judicial and non-judicial, or any other proceeding, in law or in equity, under any statute or otherwise, against said Respondent or any of its property, in any Court, agency, tribunal or elsewhere, or before any arbitrator or otherwise, by any creditor, stockholder, corporation, partnership or any other person, or the levy of any attachment, execution or other process upon or against any property of said Respondent, or the taking or attempting to take into possession any property in the possession of the Respondent or of which the Respondent has the right to possession, or the cancellation at any time during the Receivership proceeding herein of any insurance policy, lease or other contract with Respondent, by any of such parties as aforesaid, other than the Receiver designated as aforesaid, or the termination of telephone, electric, gas or other utility service to Respondent by any public utility, without prior approval thereof from this Honorable Court, in which connection said Receiver shall be entitled to prior notice and an opportunity to be heard, are hereby restrained and enjoined until further Order of this Court.

7. That a citation be issued to said Respondent, returnable to the Superior Court sitting at Providence, Rhode Island on March 31, 2004, at 9:30 a.m. at which time and place this cause is set down for Hearing on the prayer for the Appointment of a Permanent Receiver; that the Clerk of this Court shall give Notice of the pendency of the Petition herein by publishing this Order Appointing Temporary Receiver once in The Providence Journal on or before March 17, 2004, so long as the Receiver's Bond has been filed, and the Receiver shall give further notice by mailing, on or before March 24, 2004, a copy of this Order Appointing Temporary Receiver to each of the Respondent's creditors and stockholders whose address is known, or may become known, to the Receiver.


This Order shall be stayed until 5:00 p.m. on March 10, 2004 and thereafter shall immediately become effective and in full force and effect, unless prior to such time a consent order shall be entered in this proceeding by agreement of the Petitioner and the Respondent vacating this order.

ENTERED as an Order of this Court on this 4th day of March, 2004.

ENTER:


Justice Silverstein,
3/4/04

PER ORDER:


Clerk/Deputy Clerk
Administrative

PROOF OF CLAIM
- RECEIVERSHIP -

1. I, _____, being duly sworn, depose and say:

a) (CORPORATION) I am an officer, to wit,

_____ of _____
(Your Title) (Name of Creditor)
which is the creditor herein,

OR

b) (PARTNERSHIP) I am a partner of _____
(Name of Creditor)
which is the creditor herein, OR

c) (INDIVIDUAL) I am the creditor herein.

2. The full address of the creditor is

(complete address, including zip code)

3. That on the 4th day of March, 2004, **Galilee Hotel Associates, LLC, a/k/a The Lighthouse Inn**, recently doing business at 307 Great Island Road, Narragansett, Rhode Island, did owe and still does owe the creditor a balance of \$_____ Dollars, as set forth in the attached statement or invoices.

4. That such account is just, true and correct, and said balance is now due creditor from debtor.

5. That no part of said sum has been paid or satisfied, and that there are no set-offs, or counter-claims against said sum, to the knowledge or belief of deponent, and no security exists for said debt. Unless otherwise indicated on this Proof of Claim, this claim is filed as a general, unsecured claim.

STATE OF
COUNTY OF

Subscribed and sworn to before me this _____ day of _____, 2004.

Notary Public

Mail claim form to:
Winograd, Shine & Zacks, P.C.
123 Dyer Street
Providence, RI 02903