

**File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.**

LIMITED LIABILITY COMPANY  
ANNUAL REPORT  
1998



FLORIDA DEPARTMENT OF STATE  
**Sandra B. Mortham**  
Secretary of State  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 MAR 18 PM 12: 16

**FILING FEE \$ 188.75** Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee  
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company **DOCUMENT # L96000000825**

UNION ATLANTIC, LC  
C/O WLMC REGISTERED AGENTS, INC.  
701 BRICKELL AVENUE, SUITE 2000  
MIAMI FL 33131

1a. Principal Place of Business Address  
C/O WLMC REGISTERED AGENTS,  
701 BRICKELL AVENUE, SUITE 2  
MIAMI FL 33131

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		08/01/1996	FL
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	Zip	Country	65-0687488	5. Date of Last Report
				03/14/1997	6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent/Office	
WLMC REGISTERED AGENTS, INC. 701 BRICKELL AVENUE SUITE 2000 MIAMI FL 33131		Name	
		Street Address (P.O. Box Number Is Not Acceptable)	
		Suite, Apt. #, etc.	
		City	Zip Code
		FL	

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 \_\_\_\_\_  
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MEM	GENESIS PARTNERS, INC.	701 BRICKELL AVENUE, SUITE	MIAMI FL
MEM	TIM MAHONEY D/B/A HI,	701 BRICKELL AVENUE, SUITE	MIAMI FL

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-03/20/98-01126-008  
\*\*\*188.75 \*\*\*188.75

*dec*

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: *Sandra B. Mortham* 3/13/98 305/374-0282  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #