

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

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS
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FILED

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SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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

1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT # L96000000825</b>  UNION ATLANTIC, LC C/O WLMC REGISTERED AGENTS, INC. 701 BRICKELL AVENUE, SUITE 2000 MIAMI FL 33131
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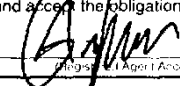
1a. Principal Place of Business Address  C/O WLMC REGISTERED AGENTS, 701 BRICKELL AVENUE, SUITE 2 MIAMI FL 33131
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2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.	Suite, Apt. #, etc.	08/01/1996	FL
City & State	City & State	4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	65-0687488	5. Date of Last Report
		03/18/1998	6. Certificate of Status Desired
			<input type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent  WLMC REGISTERED AGENTS, INC. 701 BRICKELL AVENUE SUITE 2000 MIAMI FL 33131
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8. Name and Address of New Registered Agent/Office Name ✓ HIXSON, MARIN, POWELL & DE SANCTIS Street Address (P.O. Box Number is Not Acceptable) 3300 PGA BLVD. Suite, Apt. #, etc. SUITE 810 City PALM BEACH GARDENS FL Zip Code 33410
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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  **PETER V. DE SANCTIS** DATE **3/12/99**

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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 \*\*\*\*188.75 \*\*\*\*188.75  
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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:  **Peter V. De Sanctis, Managing Member** 2/22/99 305.374.0282