

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
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FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

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 3/10

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

1. Name and Mailing Address of Limited Liability Company PANOPTIC, L.L.C. 24 SOUTH RIVER STREET WILKES-BARRE PA 18703	DOCUMENT # L97000000245
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1a. Principal Place of Business Address 24 SOUTH RIVER STREET WILKES-BARRE PA 18703

2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.	Suite, Apt. #, etc.	02/27/1997	FL
City & State	City & State	4. FEI Number	<input type="checkbox"/> Applied For
Zip	Country	65-0762599	<input type="checkbox"/> Not Applicable
		5. Date of Last Report	6. Certificate of Status Desired
		N/A	<input type="checkbox"/> <small>SB 75: Additional Fee Required</small>

7. Name and Address of Current Registered Agent STRATTON, DOUGLAS D ESQ. 407 LINCOLN ROAD SUITE 2B MIAMI BEACH FL 33139

B. Name and Address of New Registered Agent/Office 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
MGRM	SHOVAL, Y. JUDD	24 SOUTH RIVER STREET	WILKES-BARRE, PA
MEM	SHOVAL, SUSAN W	24 SOUTH RIVER STREET	WILKES-BARRE PA

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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) (l), 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: Judd Shoval 2/23/98 717-829-2105
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #