
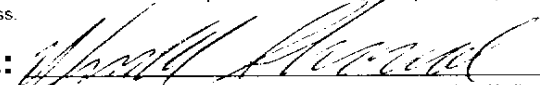
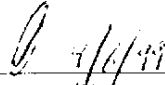


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED APR -9 PM 5:00 SECRETARY OF STATE	
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 PANOPTIC, L.L.C. 24 SOUTH RIVER STREET WILKES-BARRE PA 18703		DOCUMENT # L9700000245		1a. Principal Place of Business Address 24 SOUTH RIVER STREET WILKES-BARRE PA 18703	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip		2a. Mailing Address Suite, Apt. #, etc. City & State Zip		3. Date Organized or Qualified 02/27/1997 3a. State of Formation FL	
Country		Country		4. FEI Number 65-0762599 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report 03/09/1998		6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required			
7. Name and Address of Current Registered Agent STRATTON, DOUGLAS D ESQ. 407 LINCOLN ROAD SUITE 2B MIAMI BEACH FL 33139			8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City 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. Thereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____				DATE _____	
<small>Registered Agent Accepting Appointment (RAG) Registered Agent Signature to print (Last, First, Middle)</small>					
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	
400002842804 -- 9 -04/16/99--01100--017 ***188.75 ***188.75 T.J.C. APR 15 1999					

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:   4/14/99
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNER MANAGING MEMBER OR COMPANY Digitized by