

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

98 MAR -9 PM 1:43

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
DOCUMENT # L97000000317

CIRCLE THREE DEVELOPMENT, L.C.
3200 US 27 SOUTH
SUITE 303
SEBRING FL 33870

1a. Principal Place of Business Address

3200 US 27 SOUTH
SUITE 303
SEBRING FL 33870

2. Principal Place of Business 7400 Arbuckle Creek Road Suite, Apt. #, etc.	2a. Mailing Address P.O. Box 1069 Suite, Apt. #, etc.
City & State Sebring, FL	City & State Sebring, FL
Zip 33870	Country USA

3. Date Organized or Qualified 03/13/1997	3a. State of Formation FL
4. FEI Number 65-0734642	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent

WOHL, JAMES M
3200 US 27 SOUTH
SUITE 303
SEBRING FL 33870

8. Name and Address of New Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)
7400 Arbuckle Creek Road

Suite, Apt. #, etc.
P.O. Box 1069

City
Sebring FL

Zip Code
33871

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	HEARTLAND REAL ESTAT,	3200 US 27 SOUTH SEBRING FL	Sebring, FL
MGRM	CIRCLE M CITRUS, INC.	7400 Arbuckle Creek Road	Sebring, FL
MGRM	EXCAVATION POINT, INC.	1379 N EAST VIOLA ROAD	AVON PARK FL
		7944 S GEORGE BLVD	SEBRING FL

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****188.75 ****188.75

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: _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER