
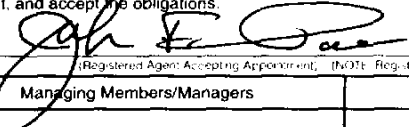

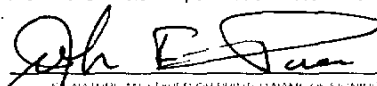


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
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 CARLEN REALTY, LLC 23 TARPON AVENUE TARPON SPRINGS FL 34689		DOCUMENT # L98000002207	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		1a. Principal Place of Business Address 23 TARPON AVENUE TARPON SPRINGS FL 34689	
2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 10/08/1998	
		3a. State of Formation FL	
		4. FEI Number 59-1945125	
		<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 WATERS, CODY W ESQ. 501 E. KENNEDY BLVD., #1900 TAMPA FL 33602		8. Name and Address of New Registered Agent/Office Name JOHN F. PACE Street Address (P.O. Box Number is Not Acceptable) 23 E. TARPON AVE. Suite, Apt. #, etc. City TARPON SPRING FL	
		Zip Code 34689	
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 2/19/99	
<small>(Registered Agent Accepting Appointment) (NOT Registered Agent signature required when not changing)</small>			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	MARTIN, CAROL E	P.O. BOX 1879	TARPON SPRINGS FL
MGR	GIBSON, STANLEY G	P.O. BOX 1878	TARPON SPRINGS FL
500002875905--8 -05/14/99--01087--012 ****188.75 ****188.75  APR 12 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: 		JOHN F. PACE 2/19/99 727-938-0160	

FILED
 99 MAY -6 AM 10:56
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA