

FILE NOW: Fee after May 1, will be \$588.75

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LIMITED LIABILITY COMPANY
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE \$ 203.75 Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee
Make Check Payable To: **FLORIDA DEPARTMENT OF STATE**

1. Name and Mailing Address of Limited Liability Company
DOCUMENT # M95000000284

OXFORD CAPITAL MANAGEMENT, L.L.C.
6745 WOODBRIDGE DRIVE
BOCA RATON FL 33434

1a. Principal Place of Business Address
6745 WOODBRIDGE DRIVE
BOCA RATON FL 33434

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		09/27/1995	DE
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Zip		5. Date of Last Report	6. Certificate of Status Desired
				03/04/1996	\$8.75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent
DERN, ALVIN
6745 WOODBRIDGE DRIVE
BOCA RATON FL 33434

8. Name and Address of New Registered Agent
Name
Street Address (P.O. Box Number Is Not Acceptable)
Suite, Apt. #, etc.
City
500002129735--8
-04/01/97 Code 01039--004
***203.75 ***203.75

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's signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	DERN, ALVIN	6745 WOODBRIDGE DRIVE	BOCA RATON FL
MGRM	DERN, MARK	6745 WOODBRIDGE DRIVE	BOCA RATON FL
MEM	SOUTHWEST CORPORATIO,	6745 WOODBRIDGE DRIVE	BOCA RATON FL

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: Alvin Dern, Member ALVIN DERN 3/25/97 561-482-7203
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #