

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
 98 MAR 13 PM 4:00

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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 # M9600000087
CARBONE PROPERTIES OF OSTEEN, LIMITED LIABILITY COMPANY C/O ROSS P. CARBONE//R.P. CONST. CO. 5885 LANDERBROOK DRIVE, STE. 110 CLEVELAND OH 44124	

1a. Principal Place of Business Address	C/O ROSS P. CARBONE//R.P. CO 5885 LANDERBROOK DRIVE, STE. CLEVELAND OH 44124
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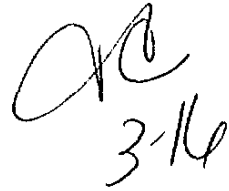
2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.	Suite, Apt. #, etc.	03/20/1996	OH
City & State	City & State	4. FEI Number	<input type="checkbox"/> Applied For
Zip	Country	34-1806671	<input type="checkbox"/> Not Applicable
		5. Date of Last Report	6. Certificate of Status Desired
		02/07/1997	<input type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324

8. 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	CARBONE, ROSS P	5885 LANDERBROOK DR., STE.	CLEVELAND OH 400002459514--8 -03/17/98--01057--003 ***188.75 ***188.75  3-14

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (f), 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: Ross P. Carbone 3/5/98
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #