

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 # M96000000229

ALPHA MANAGERS, 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. | | 06/27/1996 | DE |
| City & State | | City & State | | 4. FEI Number | <input type="checkbox"/> Applied For |
| Zip | | Zip | | 65-0675235 | <input type="checkbox"/> Not Applicable |
| Country | | Country | | 5. Date of Last Report | 6. Certificate of Status Desired |
| | | | | | \$8.75 Additional Fee Required <input type="checkbox"/> |

| | | | |
|---|--|--|--|
| 7. Name and Address of Current Registered Agent | | 8. Name and Address of New Registered Agent | |
| DERN, ALVIN 6745 WOODBRIDGE DRIVE BOCA RATON FL 33434 | | Name | |
| | | Street Address (P.O. Box Number is Not Acceptable) | |
| | | Suite, Apt. #, etc. | |
| | | City | |

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 | DERN, ALVIN | 6745 WOODBRIDGE DRIVE | BOCA RATON FL |
| MGRM | DERN, MARK | 6745 WOODBRIDGE DRIVE | BOCA RATON FL |
| MGRM | SOUTHWEST CORPORATIO, | 6745 WOODBRIDGE DRIVE | BOCA RATON FL |

A. Alvin
3/28/97

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: *Alvin DERN*, Member ALVIN DERN 3/25/97 561-4827203
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #