


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		FILED 98 MAR -2 PM 12:47 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
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 ALPHA MANAGERS, L.L.C. 6745 WOODBRIDGE DRIVE BOCA RATON FL 33434				DOCUMENT # M9600000229			
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country				2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		1a. Principal Place of Business Address 6745 WOODBRIDGE DRIVE BOCA RATON FL 33434	
3. Date Organized or Qualified 06/27/1996				3a. State of Formation DE			
4. FEI Number 65-0675235				<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable			
5. Date of Last Report 03/28/1997				6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required			
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/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 renewing)			
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			
				300002447222-0102 -03/04/98-01059-0102 8 15 99 ****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) (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*

3/1/98 561-4827203