

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

FILED
99 JUN -2 AM 10:42
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 # M97000000106

RETIREMENT GROUP, L.L.C.
6000 LAKE FORREST DR., SUITE 200
ATLANTA GA 30328

1a. Principal Place of Business Address
6000 LAKE FORREST DR., SUITE
ATLANTA GA 30328

2 Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		02/28/1997	GA
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	Zip	Country	58-2290124	
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent/Office		5. Date of Last Report	6. Certificate of Status Desired
C T CORPORATION SYSTEM 1200 S. PINE ISLAND RD. PLANTATION FL 33324		Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code		05/05/1998	\$8.75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent
C T CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
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
FL Zip Code

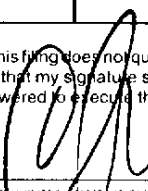
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of 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 first starting)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	BROGDON, CHRIS	6000 LAKE FORREST DR., SUI	ATLANTA GA
MGRM	TUCKER, DARRELL C	6000 LAKE FORREST DR., SUI	ATLANTA GA

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***1150.00 ***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:  Chris Brogdon, Member 3.22.99