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Apr 14, 1999 8:00 am
Secretary of State

04-14-1999 90011 008 ***158.75

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P98000032445

1. Corporation Name
FFT LIVINGSTONE INVESTORS, INC.



Principal Place of Business
 5307 RANDOLPH ROAD
 ROCKVILLE MD 20952

Mailing Address
 5307 RANDOLPH ROAD
 ROCKVILLE MD 20952

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/07/1998	
21		26		4. FEI Number 52-2130019	Applied For Not Applicable
22. Suite, Apt. #, etc.		27. Suite, Apt. #, etc.		5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
23. City & State		28. City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24. Zip		29. Zip		8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	
25. Country		30. Country			

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
RAPOPORT, ALLEN J 999 PONCE DE LEON BOULEVARD SUITE 1110 CORAL GABLES FL 33134				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City			
				FL			

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	D	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	TECK, BRUCE J		1.2 NAME		
STREET ADDRESS	5307 RANDOLPH ROAD		1.3 STREET ADDRESS		
CITY-ST-ZIP	ROCKVILLE MD 20952		1.4 CITY-ST-ZIP		
TITLE	D	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	FALLER, CHARLES S JR.		2.2 NAME		
STREET ADDRESS	5307 RANDOLPH ROAD		2.3 STREET ADDRESS		
CITY-ST-ZIP	ROCKVILLE MD 20952		2.4 CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME			3.2 NAME	VICE PRESIDENT	
STREET ADDRESS			3.3 STREET ADDRESS	CHARLES S. FALLER III	
CITY-ST-ZIP			3.4 CITY-ST-ZIP	5307 RANDOLPH RD	
TITLE		<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME			4.2 NAME	ROCKVILLE, MD 20952	
STREET ADDRESS			4.3 STREET ADDRESS		
CITY-ST-ZIP			4.4 CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME			5.2 NAME		
STREET ADDRESS			5.3 STREET ADDRESS		
CITY-ST-ZIP			5.4 CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME			6.2 NAME		
STREET ADDRESS			6.3 STREET ADDRESS		
CITY-ST-ZIP			6.4 CITY-ST-ZIP		

14. I 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 or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: *[Signature]* **REQUIRED** Date: **4/16/99** Daytime Phone #: **301 231 6000**

CR2E034 (11/98)