


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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| LIMITED LIABILITY COMPANY ANNUAL REPORT 1999 |  | FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS |
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| FILING FEE \$ 188.75 | Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE |
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| 1. Name and Mailing Address of Limited Liability Company DOCUMENT # L98000000702 ROCK 'N WHERE ENTERTAINMENT, L.C. 6001 BROKEN SOUND PARKWAY, N.W., STE 508 BOCA RATON FL 33487-2754 |
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| 1a. Principal Place of Business Address 6001 BROKEN SOUND PARKWAY, N BOCA RATON FL 33487 |
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| 2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country | 2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country | 3. Date Organized or Qualified 05/28/1998 | 3a. State of Formation FL | 4. FEI Number 65-0840441 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable | 5. Date of Last Report | 6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required |
|---|--|--|------------------------------|--|------------------------|--|

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| 7. Name and Address of Current Registered Agent KANOUSE, KEITH J P.A. 2424 N. FEDERAL HIGHWAY, SUITE 353 BOCA RATON FL 33431 | 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 |
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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 re-appointing)

| 10. Title | Managing Members/Managers | Business Street Address | City, State and Zip Code |
|-----------|---------------------------|----------------------------|--------------------------|
| MGRM | ACTION COMMUNICATIONS, | 6001 BROKEN SOUND PARKWAY, | BOCA RATON FL |
| MGRM | TRANS CONTINENTAL RECO | 7380 SAND LAKD ROAD, SUITE | ORLANDO FL |

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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:  DON GOLDEN 2/25/99 (561) 995-1995