


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 19 PM 3:39 SECRETARY OF STATE TAMPA, 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		DOCUMENT # L93000000237		1a. Principal Place of Business Address	
FIVE TOWNS, L.C. 101 E KENNEDY BLVD SUITE 2800 TAMPA FL 33602				101 E KENNEDY BLVD SUITE 2800 TAMPA FL 33602	
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		07/30/1993	
City & State		City & State		FL	
Zip		Country		8. Date of Last Report	
				03/20/98	
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent/Office			
THORN, W T III 101 E KENNEDY BLVD SUITE 2800 TAMPA FL 33602		Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City			
		100002464311--S -03/20/98--01127--011 ****188.75 ****188.75 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 reinstating)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MEM	B-5 ASSOCIATES,	1560 BROADWAY, SUITE 1900		DENVER CO	
MEM	CARBONDALE CORPORATI,	1873 S. BELLAIRE STREET, 1		DENVER CO	
MEM	BED PARTNERSHIP,	646 BRYANT		DENVER CO	
MEM	RM ASSOCIATES, INC.	918 17TH STREET		DENVER CO	
MEM	BENSON MINERAL GROUP,	1560 BROADWAY, SUITE 1900		DENVER CO	
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 prepare 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: <i>Tony Considine</i> Tony Considine, Manager 3-13-98 303/759-8600					
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER					
Date Daytime Phone #					