


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 MAR 10 AM 10:54 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 DOCUMENT # L93000000237 FIVE TOWNS, L.C. 101 E KENNEDY BLVD SUITE 2800 TAMPA FL 33602		1a. Principal Place of Business Address 101 E KENNEDY BLVD SUITE 2800 TAMPA FL 33602			
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 07/30/1993 3a. State of Formation FL 4. FEI Number 84-1248185 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
		5. Date of Last Report 03/19/1998		6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent THORN, W T III 101 E KENNEDY BLVD SUITE 2800 TAMPA FL 33602			8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) 300002810893 Suite, Apt. #, etc. 03/18/99-01085-005 ****188.75 ****188.75 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 _____ <small>(Registered Agent Accepting Appointment) (If Not, Registered Agent Signature Required When Filing Report)</small>			DATE _____		
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	
SL 3-17-99					
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), 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: <i>Terry Considine</i>		(303) 759-8600			
<small>SIGNATURE AND TYPE OF OFFICIAL OF LIMITED LIABILITY COMPANY OR MEMBER OF LIMITED LIABILITY COMPANY</small>					