
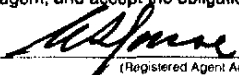
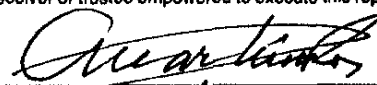


**FILE NOW: Fee after May 1, will be \$588.75**

<b>LIMITED LIABILITY COMPANY ANNUAL REPORT 1997</b>		 <b>FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS</b>		<b>FILED</b> <b>97 APR 18 PM 2:41</b> <b>SECRETARY OF STATE TALLAHASSEE FLORIDA</b>	
<b>FILING-FEE \$ 203.75</b>		<b>Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
<b>1. Name and Mailing Address of Limited Liability Company</b>		<b>DOCUMENT #</b>			
<b>ADELPHI INVESTMENT GROUP, LIMITED COMPANY 9952 NO. KENDALL DR. MIAMI FL 33176</b>		<b>L93000000281</b>			
<small>If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.</small>					
<b>2. Principal Place of Business</b>		<b>2a. Mailing Address</b>		<b>3. Date Organized or Qualified</b>	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		<b>08/30/1993</b>	
City & State		City & State		<b>4. FEI Number</b>	
Zip		Zip		<b>65-0435195</b>	
Country		Country		<b>5. Date of Last Report</b>	
				<b>04/29/1996</b>	
<b>7. Name and Address of Current Registered Agent</b>		<b>8. Name and Address of New Registered Agent</b>			
<b>DAIRE, ALBERTO C/O TOLDEO REALTY INC. 7175 S.W. 8TH ST. STE. #210 MIAMI FL 33144</b>		<b>Name</b>			
		<b>Street Address (P.O. Box Number is Not Acceptable)</b>			
		<b>Suite, Apt. #, etc.</b>			
		<b>City</b>			
		<b>Zip Code</b>			
		<b>FL</b>			
<b>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.</b>					
<b>SIGNATURE</b> 				<b>DATE</b> <b>4-15-97</b>	
<small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>					
<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>		<b>City, State and Zip Code</b>	
M	MARTINEZ, PEDRO	7175 S.W. 8TH ST. #210		MIAMI FL	
M	MARTINEZ, LUIS	7175 S.W. 8TH ST. #210		MIAMI FL	
M	MARTINEZ, ANDRES	7175 S.W. 8TH ST. #210		MIAMI FL	
M	MARTINEZ, CESAR	7175 S.W. 8TH ST. #210		MIAMI FL	
				<b>200002150832--8</b>	
				<b>-04/22/97--01062--011</b>	
				<b>****203.75 ****203.75</b>	
<b>11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (l), 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.</b>					
<b>SIGNATURE:</b> 					
<small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>					
<small>Date</small>					
<small>Telephone Phone #</small>					