
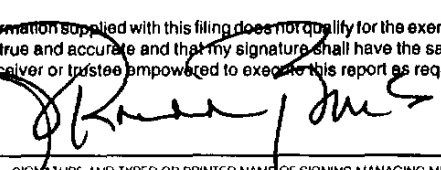


**FILE NOW: Fee after May 1, will be \$588.75**

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS		<b>FILED</b> <b>SECRETARY OF STATE</b> <b>DIVISION OF CORPORATIONS</b>  98 APR 23 PM 1:28 <span style="float: right;"># 4/24</span>	
<b>FILING FEE</b> \$ 203.75		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company  <b>CAPITAL ASSET FUNDING CO., L.C.</b> <b>105 ANTILLES COVE</b> <b>DESTIN FL 32541</b>		<b>DOCUMENT #L93000000360</b>  1a. Principal Place of Business Address  <b>105 ANTILLES COVE</b> <b>DESTIN FL 32541</b>			
<small>If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.</small>					
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 <b>10/12/1993</b>  4. FEI Number <b>59-3204443</b>  5. Date of Last Report <b>05/16/1996</b>	
				3a. State of Formation <b>FL</b>  <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent  <b>BURKE, J R</b> <b>105 ANTILLES COVE</b> <b>DESTIN FL 32541</b>			8. Name and Address of New Registered Agent  Name  Street Address (P.O. Box Number is Not Acceptable)  Suite, Apt. #, etc.  City      Zip Code <div style="text-align: center;"><b>FL</b></div>		
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 _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	BURKE, J R	105 ANTILLES COVE		DESTIN FL	
<del>MEM</del>	<del>MCNEW, M</del>	<del>5157 BEACHWALK DR</del>		<del>DESTIN FL</del>	
MEM	C. William Richardson	105 Antilles Cove		Destin, FL	
				500002502285--1 -04/28/98--01025--013 ****203.75 ****203.75	
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), 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:  <span style="float: right;">April 14, 1998 <sup>850-</sup> 6A-0002</span>					
<small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>					