
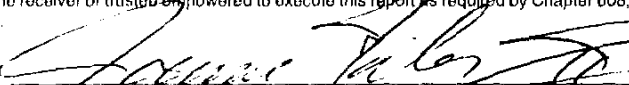


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
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 CRYSTAL BEACH PARTNERS, L.C. 9705 U.S. HWY 98, WEST #200 DESTIN FL 32541		DOCUMENT # L94000000153	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		1a. Principal Place of Business Address 9705 U.S. HWY 98, WEST #200 DESTIN FL 32541	
2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 04/15/1994 4. FEI Number 58-2137133 5. Date of Last Report 04/17/1997	
7. Name and Address of Current Registered Agent FORBES, JAMIE III 9705 U.S. HWY 98, WEST #200 DESTIN FL 32541		3a. State of Formation FL <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>	
8. Name and Address of New Registered Agent/Office Name JAMIE FORBES III Street Address (P.O. Box Number is Not Acceptable) 35008 Emerald Coast Pkwy Suite, Apt. #, etc. Suite 400 City Destin Zip Code FL 32541			
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) (NOT: Registered Agent's signature required when reappointing)</small>			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	CB DEVELOPMENT, INC.	9705 ULSL HWY 98, WEST., #	DESTIN FL 000002557490-6 -06/11/98--01114--014 *****38.75 *****38.75 000002557490-6 -06/11/98--01114--015 *****150.00 *****150.00
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:  4/20/98 Date: _____ (Daytime Phone: _____)			