
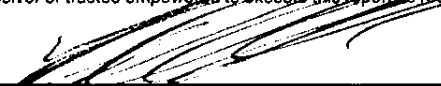


**FILE NOW: Fee after May 1, will be \$588.75**

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997				FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<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>DOCUMENT #L94000000198</b>			
PROCRAFT INDUSTRIES, I.C. 4226-3 FOWLER ST. FORT MYERS FL 33919		1a. Principal Place of Business Address 4226-3 FOWLER ST. FORT MYERS FL 33919			
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.					
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		04/28/1994	
City & State		City & State		4. FEI Number	
Zip		Zip		65-0485155	
Country		Country		5. Date of Last Report	
				04/02/1996	
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent			
MCGEE, D. TODD CPA 2040 VIRGINIA AVE FORT MYERS FL 33901		Name MCGEE, D. TODD CPA Street Address (P.O. Box Number is Not Acceptable) SAME Suite, Apt. #, etc. City FL Zip Code			
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	LMR 396 CORP.,	4226-3 FOWLER ST.		FORT MYERS FL	
MEM	CSL&G DEVELOPMENT, LTD	3591 FOWLER ST.		FORT MYERS FL	
MGR	LABODA, GERALD	4226-3 FOWLER ST.		FORT MYERS FL	
MGR	LABODA, BRUCE	4226-3 FOWLER ST.		FORT MYERS FL	
MGR	ROSS, MATTHEW	4226-3 FOWLER ST.		FORT MYERS FL	
MGR	MCGEE, TODD	2040 VIRGINIA AVE.		FORT MYERS FL	
000002152350--1 04/23/97 01092-014 ****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) (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:  MATTHEW L. ROSS 3/18/97 (941) 936-5344 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #					