
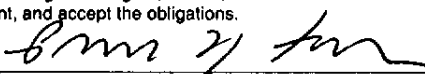


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

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		DOCUMENT # L94000000526			
FACTS DEVELOPMENT, L.C. 1575 SAN IGNACIO PENTHOUSE CORAL GABLES FL 33146		1a. Principal Place of Business Address 1575 SAN IGNACIO PENTHOUSE CORAL GABLES FL 33146			
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		10/03/1994	
City & State		City & State		4. FEI Number	
Zip		Country		65-0470280	
				5. Date of Last Report	
				02/07/1997	
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent/Office			
GRAHAM, DAVID L 1575 SAN IGNACIO SUITE 406 CORAL GABLES FL 33146		Name Forbes, Philip H. Street Address (P.O. Box Number is Not Acceptable) 1200 N. Federal Highway Suite, Apt. #, etc. Suite 411 City Boca Raton FL Zip Code 33432			
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 3/3/98			
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	GRAHAM, DAVID	1575 SAN IGNACIO, P.H.		CORAL GABLES FL	
MGRM	GRAHAM, ELLEN	1575 SAN IGNACIO, P.H.		CORAL GABLES FL	
MGRM	GRAHAM, ROBERT	1575 SAN IGNACIO, P.H.		CORAL GABLES FL	
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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:  2/24/98 305-284-7400

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

Date

Daytime Phone #