

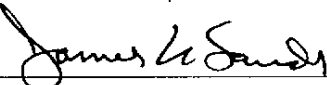


~~File on~~ or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		FLORIDA SECRETARY OF STATE DIVISION OF CORPORATIONS  99MAR-9 PM12:42	
<b>FILING FEE</b> \$ 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  SUMMER BEACH RESORT, L.C. 5456 FIRST COAST HIGHWAY AMELIA ISLAND FL 32084				DOCUMENT # L94000000657			
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified		3a. State of Formation	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		12/02/1994		FL	
City & State		City & State		4. FEI Number		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
Zip		Country		59-3280302			
				5. Date of Last Report		6. Certificate of Status Desired	
				05/05/1998		<input checked="" type="checkbox"/> \$8.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent				8. Name and Address of New Registered Agent/Office			
INTRASTATE REGISTERE, D AGENT CORPOR 701 BRICKELL AVENUE SUITE 3000 MIAMI FL 33131				Name Street Address (P.O. Box Number is Not Acceptable) 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) (FEE) (Registered Agent Signature Required When Applicable)							
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code			
MGRM	WINSTON, JAMES H	P.O. BOX 41605 N/A		JACKSONVILLE FL			
MGRM	MULLIN, ARTHUR W	250 KING PRUSSIA ROAD		RADNOR PA			
MGRM	SANDS, JAMES U	5456 FIRST COAST HIGHWAY		AMELIA ISLAND FL			
				9000002799489-2 -03/09/99--01063--013 ****188.75 ****188.75 			
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: 		JAMES U. SANDS		FEB 27, 1999		904-261-0624	
SIGNATURE AND TYPED OR PRINTED NAME OF MEMBER MANAGING MEMBER OR MANAGER							