
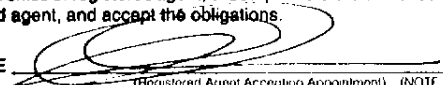



File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee <b>\$ 188.75</b> Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company		<b>DOCUMENT #</b> L95000000030	
CARROLLWOOD ASSOCIATES, L.C. <del>MARTIN J. GENAUER, ESQ.</del> <del>2 ALHAMBRA PLAZA, SUITE 1202</del> <del>CORAL GABLES FL 33134</del>		1a. Principal Place of Business Address <del>MARTIN J. GENAUER, ESQ.</del> <del>2 ALHAMBRA PLAZA, SUITE 1202</del> <del>CORAL GABLES FL 33134</del>	
2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified	3a. State of Formation
1401 BRICKELL AVE Suite, Apt. #, etc. SUITE 630 City & State MIAMI, FL Zip 33131 Country	1401 BRICKELL AVE Suite, Apt. #, etc. SUITE 630 City & State MIAMI, FL Zip 33131 Country	01/03/1995	FL
		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
		65-0551396	
		5. Date of Last Report	6. Certificate of Status Desired
		04/21/1997	\$0 /5 Additional Fee Required <input type="checkbox"/>
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent/Office	
<del>GENAUER, MARTIN J.</del> <del>KARP &amp; GENAUER, P.A.</del> <del>2 ALHAMBRA PLAZA, STE. 1202</del> <del>CORAL GABLES FL 33134</del>		Name: <del>IRA M. LEVENSON</del> <del>C/O MA REALTY CORPORATION</del> Street Address (P.O. Box Number is Not Acceptable) 1401 BRICKELL AVENUE Suite, Apt. #, etc. SUITE 630 City MIAMI FL Zip Code 33131	
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 3/5/98	
(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	LEWIN, NATHAN	% 2 ALHAMBRA PLAZA, STE. 1	CORAL GABLES FL
MGRM	GENAUER, MARTIN J	% 2 ALHAMBRA PLAZA, STE. 1	CORAL GABLES FL
300002474903-- 5 -04/01/98--01033--008 ****188.75 ****188.75			

I, 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:  3/5/98 (305)445-3545

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #