

CORPORATION INFORMATION  
SERVING, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0193 FAX

800-344-8086

L95000000089

**OSC networks**

Mail To:  
P.O. Box 5020  
Tallahassee, FL 32314

ACCOUNT NO : 0721000000012

REFERENCE : 503015 0202A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 31, 1995

ORDER TIME : 9:54 AM

ORDER NO. : 503015

CUSTOMER NO: 8202A

CUSTOMER: Mr. Jeanne Aplington  
LEWIS VEGOSEN & ROSENBACH P. A.

P. O. Box 4388

West Palm Beach, FL 33402-4388

FILED  
95 JAN 31 PM 13:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
95 JAN 31 PM 11:37  
DIVISION OF CORPORATIONS

DOMESTIC FILING

L95000000089

RECEIVED 1995-01-31  
02/06/95 - 01061-014  
\*\*\*337.50 \*\*\*337.50

NAME: WELP MEMPHIS OUTLET, L.C.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensel

EXAMINER'S INITIALS:

FILING 25.0  
R. AGENT 35  
C. COPY 52.50  
TOTAL 337.50  
N. BANK  
BALANCE DUE  
REFUND

TH  
1-31-95  
C

ARTICLES OF ORGANIZATION  
OF  
WELP MEMPHIS OUTLET, L.C.

FILED  
95 JAN 31 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned natural persons competent to contract, hereby organize and form a limited liability company ("the Company") under and pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE 1.

Name of Limited Liability Company

The name of the Company shall be WELP Memphis Outlet, L.C.

ARTICLE 2.

Period of Duration

The existence of the Company shall be continuous from the date of filing these Articles with the Department of State until thirty-five (35) years thereafter.

ARTICLE 3.

Purpose

The Company is organized for the purpose of becoming the general partner of a limited partnership ("the Partnership") formed or to be formed to acquire a Factory Outlet Mall in Lakeland, Tennessee ("the Property") and for the purpose of transacting any and all lawful business in connection therewith which limited liability companies may transact pursuant to Chapter 608, Florida Statutes.

#### ARTICLE 4.

##### Place of Business and Registered Agent

The street address of the initial business office of the Company is 10th Floor, 500 S. Australian Avenue, West Palm Beach, Florida 33401, and the name and address of the initial registered agent of the Company at that address is LEWIS, VEGOSEN & ROSENDACH, P.A., Attention: DEAN VEGOSEN. The Company shall have the privilege of having offices at other places within or without the State of Florida and within or without the United States of America. The Company may, at its discretion, at any time, change the address of its place of business.

#### ARTICLE 5.

##### Investment in Company

The total amount of cash to be contributed to the Company upon its formation is One Hundred Fifty Thousand Dollars (\$150,000.00), which is to be contributed in three equal shares of \$50,000.00 each by the initial three (3) members of the Company. It is contemplated that there will ultimately be fifteen (15) equal shares of \$50,000.00 each for an aggregate of \$750,000.00 in total contributed capital. No property other than cash shall be contributed initially.

#### ARTICLE 6.

##### Additional Contributions

Additional contributions over and above the projected \$750,000.00 in aggregate capital, if any, will be made as and when agreed to by a vote of at least a majority of the votes of the Company.

ARTICLE 7.

Additional Members

Additional members may be admitted to the Company upon such terms and conditions as shall be established by a majority of the votes of the then-existing members.

ARTICLE 8.

Continuation of Business

The remaining members of the Company shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE 9.

Management

Management of the Company is reserved to LOTHAR ESTEIN, one of the members, who shall serve as the manager of the Company until such time as another manager is designated in accordance with the Regulations. Lothar Estein's address is c/o International Station, 5211 International Drive, Orlando, Florida 32819.

ARTICLE 10.

Indemnification of Members and Manager

Except in the case of gross negligence or willful or wanton misfeasance or malfeasance, the Company shall indemnify and save harmless every manager and member of the Company from all costs and expense incurred by him, her or it in connection with the defense of any action, suit or proceeding, whether civil or criminal, in

which he, she or it is made a party as a result of having been a member of or manager of the Company.

ARTICLE 11.

Counterparts

These Articles may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, but all of which taken together shall constitute one and the same instrument and it shall not be necessary in making proof of this Agreement to produce or account for more than one counterpart. Multiple signature and notary pages for the members may be attached to a counterpart of these Articles.

ARTICLE 12.

Manner of Contributing Capital and Use

Each member of the Company shall contribute \$10,000.00 of his, her or its total \$50,000.00 capital contribution upon execution hereof. The initial \$10,000.00 contributed by each member may be contributed by the Company to the capital of the Partnership to provide funds toward a down payment on the Property to provide operating capital for expenses of the Partnership. EACH MEMBER ACKNOWLEDGES AND AGREES THAT THE CAPITAL CONTRIBUTED TO THIS COMPANY MAY BE AT RISK AND THAT SOME OR ALL OF IT MAY NOT BE REFUNDABLE OR RECOVERABLE EVEN IF THE PARTNERSHIP DOES NOT ULTIMATELY ACQUIRE THE PROPERTY. EACH MEMBER IS WILLING TO ASSUME THIS RISK BECAUSE THE COMPANY, AS GENERAL PARTNER OF THE PARTNERSHIP, IS RECEIVING A DISPROPORTIONATELY LARGE SHARE OF INTEREST IN THE PARTNERSHIP FOR ITS \$750,000.00 CAPITAL CONTRIBUTION TO THE PARTNERSHIP.

The remaining \$40,000.00 of each member's \$50,000.00 capital contribution shall be due and payable to the Company upon receipt of written notice from the Manager that it is due. This portion of each member's capital contribution shall be contributed to the Partnership only at or near the time of acquisition of the Property by the Partnership. IN THE EVENT ANY MEMBER FAILS TO MAKE ANY PART OF THE CAPITAL CONTRIBUTION DUE FROM SUCH MEMBER WITHIN TWENTY (20) DAYS OF THE DATE IT IS REQUIRED TO BE MADE HEREUNDER (AS DETERMINED BY THE MANAGER), SUCH MEMBER SHALL BE IN DEFAULT AND SHALL IMMEDIATELY LOSE ALL OF HIS, HER OR ITS INTEREST AS A MEMBER OF THE COMPANY WITHOUT ENTITLEMENT TO ANY REFUND OF ANY PORTION OF THE CAPITAL THAT MAY HAVE ALREADY BEEN CONTRIBUTED BY SUCH MEMBER, OR TO ANY COMPENSATION OR OTHER REMUNERATION.

In witness of the foregoing, we have hereunto set our hands and seals this 11th day of January, 1995.

  
LOTHAR ESTEIN

  
WALTER PRAUSE

  
WALTER LUX

STATE OF FLORIDA     )  
                              ) ss.  
COUNTY OF ORANGE    )

Before me personally came and appeared LOTHAR ESTEIN, who has <sup>as</sup> produced as identification a Florida driver's license, to me well known and known to me to be the individual described in and who executed the foregoing instrument and acknowledged to and before me

that he, executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 16th day of January, 1995.



CYNTHIA ANN ABNEY  
My Comm Exp. 11/30/98  
Bonded By Service Ins  
No. CC423876  
☒ Personally Known ☐ Other I D.

Cynthia Ann Abney  
CYNTHIA ANN ABNEY  
Notary Public, State of Florida  
Commission No. CC423876

STATE OF FLORIDA )  
COUNTY OF ORANGE )

Before me personally came and appeared WALTER PRAUSE, who has produced as identification German Passport No. is personally, to me well known and known to me to be the individual described in and who executed the foregoing instrument and acknowledged to and before me that he, executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 16th day of January, 1995.



CYNTHIA ANN ABNEY  
My Comm Exp. 11/30/98  
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☒ Personally Known ☐ Other I D.

Cynthia Ann Abney  
CYNTHIA ANN ABNEY  
Notary Public, State of Florida  
Commission No. CC423876

STATE OF FLORIDA )  
COUNTY OF ORANGE )

Before me personally came and appeared WALTER LUX, who has <sup>is</sup> produced as identification German Passport No. personally, to me well known and known to me to be the individual described in and who executed the foregoing instrument and acknowledged to and before me that he, executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 16th day of January, 1995.



CYNTHIA ANN ABNEY  
My Comm Exp. 11/30/98  
Bonded By Service Ins  
No. CC423876  
☒ Personally Known ☐ Other I D.

Cynthia Ann Abney  
CYNTHIA ANN ABNEY  
Notary Public, State of Florida  
Commission No. CC423876

AFFIDAVIT

FILED  
95 JAN 31 PM 3:36  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )  
COUNTY OF OKLAHOMA ) ss.

Before me, a Notary Public duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally came and appeared LOTHAR ESTEIN, who being by me first duly sworn, deposed and stated:

1. I am a member of WELP Memphis Outlet, L.C., a Florida limited liability company in formation ("the Limited Liability Company").

2. The Limited Liability Company has at least two members.

3. The total amount of cash contributed by the members as of the date hereof is Thirty Thousand Dollars (\$30,000.00).

4. The agreed value of property other than cash contributed by the members is \$0.00, and no property other than cash is anticipated to be contributed by the members.

5. The total amount of cash anticipated to be contributed to the Limited Liability Company by the members is Seven Hundred Fifty Thousand Dollars (\$750,000.00). This total includes the amounts set forth in paragraphs 3 and 4 above.

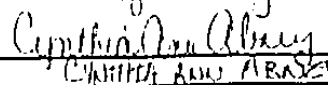
  
LOTHAR ESTEIN

Sworn to and subscribed before me by LOTHAR ESTEIN, who is personally known to me this 11th day of January, 1995.



CYNTHIA ANN ABNEY  
My Comm Exp. 11/30/98  
Bonded By Service Inv  
No. CC423876

My commission expires: 11/30/98

  
CYNTHIA ANN ABNEY (Printed Name)  
Notary Public  
State of Florida at large  
Commission No. CC423876

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

FILED  
JUN 31 PM 3:34  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 608, Florida Statutes, the following  
is submitted, in compliance with said Act:

That WELP MEMPHIS OUTLET, L.C., desiring to organize as a  
limited liability company under the laws of the State of Florida  
with its principal office, as indicated in the Articles of  
Organization, has named Lewis, Vegosen and Rosenbach, P.A.,  
Attention: Dean Vegosen, located at 10th Floor, 500 South  
Australian Avenue, City of West Palm Beach, County of Palm Beach,  
State of Florida, as its agent to accept service of process within  
this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above  
stated limited liability company, at the place designated in this  
certificate, I hereby accept to act in this capacity, and agree to  
comply with the provisions of law relative to keeping open said  
office.

LEWIS, VEGOSEN AND ROSENBAACH, P.A.

By: Kenneth A. Treadwell  
Kenneth A. Treadwell, Sec.

L 9500000089

DEAN VEGOSEN & ROSENBAUM, P.A.  
ATTORNEYS AT LAW  
300 SOUTH AUSTRALIAN AVENUE  
WEST PALM BEACH, FLORIDA 33401

ROBERT M. LEWIS (1932-1982)

CASS W. CHRISTENSEN  
ANNÉ DESORMIER-CARTWRIGHT  
GARY M. DUNKEL  
CYNTHIA J. JACKSON  
JOHN H. LEVITT  
MARSHALL J. OSOFSKY  
DEAN J. ROSENBAUM  
JOHN R. SHEPPARD, JR.  
KENNETH A. TRIADWILL  
DEAN VEGOSEN  
GARY WALK

March 16, 1995

MAILING ADDRESS:  
P.O. BOX 4388  
WEST PALM BEACH, FL 33402-4388

EDWARD BOHICK  
FREDERICK J. KETTEL, III  
"OF COUNSEL"

TELEPHONE (407) 659-3300  
FAX: (407) 832-1991

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: WELP Memphis Outlet, L.C. / Document No. L95000000089

Gentlemen:

Enclosed are duplicate counterparts of Articles of Amendment to Articles of Organization, and Supplemental Affidavit for filing in connection with the captioned limited liability company. Also enclosed is a check to the Secretary of State in the amount of \$355.00 in payment of the filing fees.

Please file the enclosed documents at your earliest convenience and issue certified copies of the documents. Your receipt and the certified copies of the documents should be mailed to the undersigned at the address on this letterhead.

Thank you.

Sincerely,

*Dean Vegosen*  
Dean Vegosen

DV:jha  
Enclosures

cc: Lothar Estein

000001448470  
-04/06/95--01046--025  
\*\*\*355.00 \*\*\*105.00

FILED  
MAR 21 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

RECEIVED  
MAR 21 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

AMEND  
CC  
3/29

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
WELP MEMPHIS OUTLET, L.C.

We, the undersigned, Lothar Estein, Walter Prause and Walter Lux, being all of the Members of WELP Memphis Outlet, L.C., a Florida limited liability company, on behalf of the company hereby execute this Amendment in accordance with Chapter 608, Florida Statutes, as follows:

1. The name of the limited liability company is WELP Memphis Outlet, L.C.

2. The Articles of Organization were filed with the Department of State on January 31, 1995.

3. Article 5, "Investment in Company", of the Articles of Organization of WELP Memphis Outlet, L.C. is hereby amended in its entirety to read as follows:

"The total amount of cash to be contributed to the Company upon its formation is One Hundred Eighty Thousand Dollars (\$180,000.00); which is to be contributed in three equal shares of \$60,000.00 each by the initial three (3) members of the Company. It is contemplated that there will ultimately be fifteen (15) equal shares of \$60,000.00 each for an aggregate of \$900,000.00 in total contributed capital. No property other than cash shall be contributed initially."

4. Article 6, "Additional Contributions", of the Articles of Organization of WELP Memphis Outlet, L.C. is hereby amended in its entirety to read as follows:

"Additional contributions over and above the projected \$900,000.00 in aggregate capital, if any, will be made as and when agreed to by a vote of at least a majority of the votes of the Company."

FILED  
95 MAR 27 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5. Article 12, "Manner of Contributing Capital and Uno" of the Articles of Organization of WELP Memphis Outlot, L.C. is hereby amended in its entirety to read as follows:

"Each member of the Company shall contribute \$10,000.00 of his, her or its total \$60,000.00 capital contribution upon execution hereof. The initial \$10,000.00 contributed by each member may be contributed by the Company to the capital of the Partnership to provide funds toward a down payment on the Property to provide operating capital for expenses of the Partnership. EACH MEMBER ACKNOWLEDGES AND AGREES THAT THE CAPITAL CONTRIBUTED TO THIS COMPANY MAY BE AT RISK AND THAT SOME OR ALL OF IT MAY NOT BE REFUNDABLE OR RECOVERABLE EVEN IF THE PARTNERSHIP DOES NOT ULTIMATELY ACQUIRE THE PROPERTY. EACH MEMBER IS WILLING TO ASSUME THIS RISK BECAUSE THE COMPANY, AS GENERAL PARTNER OF THE PARTNERSHIP, IS RECEIVING A DISPROPORTIONATELY LARGE SHARE OF INTEREST IN THE PARTNERSHIP FOR ITS \$900,000.00 CAPITAL CONTRIBUTION TO THE PARTNERSHIP.

"The remaining \$50,000.00 of each member's \$60,000.00 capital contribution shall be due and payable to the Company upon receipt of written notice from the Manager that it is due. This portion of each member's capital contribution shall be contributed to the Partnership only at or near the time of acquisition of the Property by the Partnership. IN THE EVENT ANY MEMBER FAILS TO MAKE ANY PART OF THE CAPITAL CONTRIBUTION DUE FROM SUCH MEMBER WITHIN TWENTY (20) DAYS OF THE DATE IT IS REQUIRED TO BE MADE HEREUNDER (AS DETERMINED BY THE MANAGER), SUCH MEMBER SHALL BE IN DEFAULT AND SHALL IMMEDIATELY LOSE ALL OF HIS, HER OR ITS INTEREST AS A MEMBER OF THE COMPANY WITHOUT ENTITLEMENT TO ANY REFUND OF ANY PORTION OF THE CAPITAL THAT MAY HAVE ALREADY BEEN CONTRIBUTED BY SUCH MEMBER, OR TO ANY COMPENSATION OR OTHER REMUNERATION."

6. The members adopted the above described Amendment to the Articles of Organization by unanimous consent the 9<sup>th</sup> day of March, 1995.

Walter Prause  
WALTER PRAUSE

Lothar Esten  
LOTHAR ESTEN

Walter Lux  
WALTER LUX

STATE OF FLORIDA )  
COUNTY OF ORANGE )

Before me personally came and appeared LOTHAR ESTEIN, who is personally known to me/ who has produced as identification a Florida driver's license, to me well known and known to me to be the individual described in and who executed the foregoing instrument and acknowledged to and before me that he, executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 13th day of March, 1995.



CYNTHIA ANN ARNEY  
My Comm Exp. 11/30/98  
Bonded By Service Ins  
No. CC423876  
☒ Personally Known ☐ Other I.D.

Cynthia Ann Arney  
Notary Public, State of Florida  
Commission No. CC423876

STATE OF FLORIDA )  
COUNTY OF ORANGE )

Before me personally came and appeared WALTER PRAUSE, who is personally known to me/ who has produced as identification German Passport No. \_\_\_\_\_, to me well known and known to me to be the individual described in and who executed the foregoing instrument and acknowledged to and before me that he, executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 13th day of March, 1995.



CYNTHIA ANN ARNEY  
My Comm Exp. 11/30/98  
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☒ Personally Known ☐ Other I.D.

Cynthia Ann Arney  
Notary Public, State of Florida  
Commission No. CC423876

STATE OF FLORIDA )  
COUNTY OF ORANGE )

Before me personally came and appeared WALTER LUX, who is personally known to me/ who has produced as identification German Passport No. \_\_\_\_\_, to me well known and known to me to be the individual described in and who executed the foregoing instrument and acknowledged to and before me that he, executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 13th day of March, 1995.



CYNTHIA ANN ARNEY  
My Comm Exp. 11/30/98  
Bonded By Service Ins  
No. CC423876  
☒ Personally Known ☐ Other I.D.

Cynthia Ann Arney  
Notary Public, State of Florida  
Commission No. CC 423876

L 95000000 89

LEWIS, VEGOSEN & ROSENBERG  
ATTORNEYS AT LAW  
30 SOUTH AUSTRALIAN AVENUE  
WEST PALM BEACH, FLORIDA 33401

ROBERT M. LEWIS (1932-1982)

CASS W. CHRISTENSON  
ANNIE DISORNIER-CARTWRIGHT  
GARY M. DUNKIN  
CYNTHIA J. JACKSON  
JOHN D. LEVITT  
MARSHALL J. OSOPSKY  
DEAN J. ROSENBERG  
JOHN R. SHEPPARD, JR.  
VIGNETTI A. TRIADWILL  
DEAN VEGOSEN  
GARY WALK

March 16, 1995

MAILING ADDRESS:  
P.O. BOX 4388  
WEST PALM BEACH, FL 33402-4388

EDWARD BOHICK  
FREDERICK J. KIRBY, III  
"OF COUNSEL"

TELEPHONE: (407) 659-3300  
FAX: (407) 832-1991

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: WELP Memphis Outlet, L.C./ Document No. L95000000089

Gentlemen:

Enclosed are duplicate counterparts of Articles of Amendment to Articles of Organization, and Supplemental Affidavit for filing in connection with the captioned limited liability company. Also enclosed is a check to the Secretary of State in the amount of \$355.00 in payment of the filing fees.

Please file the enclosed documents at your earliest convenience and issue certified copies of the documents. Your receipt and the certified copies of the documents should be mailed to the undersigned at the address on this letterhead.

Thank you.

Sincerely,

Dean Vegosen

DV:jha  
Enclosures

cc: Lothar Estein

100001449471  
-04/06/95--01046--025  
\*\*\*355.00 \*\*\*250.00

FILED  
95 MAR 27 AM 8:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
95 MAR 27 AM 8:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Supplemental Affidavit  
Change of  
Certificate # 15

SUPPLEMENTAL AFFIDAVIT

STATE OF FLORIDA     )  
                              ) ss.  
COUNTY OF ORANGE    )

Before me, a Notary Public duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally came and appeared LOTHAR ESTEIN, who being by me first duly sworn, deposed and stated:

1. I am a member of WELP Memphis Outlet, L.C., a Florida limited liability company in formation ("the Limited Liability Company").

2. The Limited Liability Company has at least two members.

3. The total amount of cash contributed by the members as of the date hereof is Thirty Thousand Dollars (\$30,000.00).

4. The agreed value of property other than cash contributed by the members is \$0.00, and no property other than cash is anticipated to be contributed by the members.

5. The total amount of cash anticipated to be contributed to the Limited Liability Company by the members is Nine Hundred Thousand Dollars (\$900,000.00).



CYNTHIA ANN ABNEY  
My Comm Exp. 11/30/98  
Bonded By Service Ins  
No. CC423876

☒ Personally Known    ☐ Other I.D.

LOTHAR ESTEIN

Sworn to and subscribed before me by LOTHAR ESTEIN, who is personally known to me this 16th day of March, 1995.

Notary Public  
State of Florida at large  
Commission No. CC423876

FILED  
95 MAR 27 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
95 MAR 27 AM 8:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY		FLORIDA DEPARTMENT OF STATE SECRETARY OF STATE DIVISION OF CORPORATIONS	
<b>L9500000089</b>		<b>FILED</b> 5211 INTERNATIONAL DRIVE TALLAHASSEE, FL 32319	
<b>FILING FEE \$230.75</b>		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee	
1. Name and Mailing Address of Limited Liability Company		2. Principal Place of Business Address	
<b>DOCUMENT #L9500000089</b>  WELP MEMPHIS OUTLET, L.C. <del>500 S. AUSTRALIAN AVE.</del> <b>5211 INTERNATIONAL DR.</b> <del>10TH FLOOR</del> <b>ORLANDO, FL 32819</b> <del>WEST PALM BEACH FL 33401</del>		500 S. AUSTRALIAN AVE. 10TH FLOOR WEST PALM BEACH FL 33401	
If above mailing address is correct in any way, line through incorrect information and enter correction in Block 2a			
2. Principal Place of Business		3a. State of Formation	
5211 INTERNATIONAL DR.		FL	
Suite, Apt. #, etc.		3. Date Organized or Qualified	
		01/31/1995	
City & State		4. FEI Number	
ORLANDO, FL		59-3295420	
Zip		<input type="checkbox"/> Applied For	
32819		<input type="checkbox"/> Not Applicable	
Country		5. Date of Last Report	
USA			
7. Name and Address of Current Registered Agent		6. Name and Address of New Registered Agent	
LEWIS VEGOSEN & ROSENBAACH, P.A. ATTN: DEAN VEGOSEN 500 S. AUSTRALIAN AVE., 10TH FLOOR WEST PALM BEACH FL 33401		Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL	
9. Pursuant to the provisions of Sections 608.416 and 608.500, 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 reappointing)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	ESTEIN, LOTHAR	5211 INTERNATIONAL DR.	ORLANDO FL 32819
11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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:		02-22-96 407-354-3307	