



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 Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED MAR 29 PM 5:00 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
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 # 195000000090 WELP PIGEON FORGE OUTLET, L.C. 5211 INTERNATIONAL DRIVE ORLANDO FL 32819		1a. Principal Place of Business Address 5211 INTERNATIONAL DRIVE ORLANDO FL 32819			
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 01/31/1995 4. FEI Number 59-3308678 5. Date of Last Report 03/09/1998	
				3a. State of Formation FL <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent LEWIS VEGOSEN & ROSENBAACH, P.A. ATTN: DEAN VEGOSEN 500 S. AUSTRALIAN AVE., 10TH FLOOR WEST PALM BEACH FL 33401			8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. 200002832432 City -04/07/99--01085--009 ****197.50 ****197.50 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 _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when not a director)</small>			DATE _____		
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code		
MGR	ESTEIN, LOTHAR	5211 INTERNATIONAL DR.	ORLANDO FL		
<div style="position: relative; height: 100%;"> <div style="position: absolute; top: 0; left: 0; width: 100%; height: 100%; border: 1px solid black;"></div> <div style="position: absolute; bottom: 0; right: 0; font-size: 4em; opacity: 0.5;">JC</div> </div>					
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), 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: 		LOTHAR ESTEIN 3/24/99 407-354-3307			