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2nd and FINAL NOTICE: File on or before Sept. 29, 1999 or Limited Liability Company will be dissolved.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Martin Secretary of State DIVISION OF CORPORATIONS		SECRETARY OF STATE TALLAHASSEE, FLORIDA	
FILING FEE \$588.75		Annual Report \$100.00 + \$99.75 Corporation Supplemental Fee + \$488.00 Late Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company DOCUMENT # L95000000178 ESTERO DEVELOPMENT GROUP, L.C. 372 LENELL ROAD FORT MYERS BEACH FL 33931		12. Principal Place of Business Address 372 LENELL ROAD FORT MYERS BEACH FL 33931			
2. Principal Place of Business State, Apt. #, etc. City & State Zip		3a. Mailing Address State, Apt. #, etc. City & State Zip		3. Date Organized or Qualified 03/03/1995 3. State of Formation FL 4. FEI Number 59-3304885 5. Date of Last Report 04/27/1998	
7. Name and Address of Current Registered Agent PEARCE, LAWRENCE L 372 LENELL RD. FT. MYERS BEACH FL 33931		8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) State, Apt. #, etc. City Zip Code			
9. Pursuant to the provisions of Sections 806.415 and 806.508, 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 may be authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE (Signature of person accepting appointment)		DATE			
10. Title MGR	Managing Members/Managers PEARCE, LAWRENCE L	Business Street Address 372 LENELL ROAD		City, State and Zip Code FORT MYERS BEACH FL	
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(2)(a), 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 806, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.					
SIGNATURE: <i>Lawrence L Pearce - Lawrence L Pearce</i> July 30, 1999					