

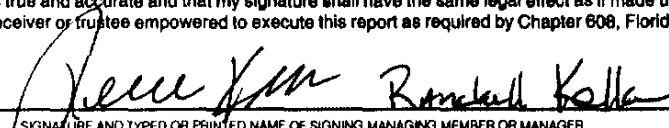


FILE NOW: Fee after May 1, will be \$588.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED 97 MAR 27 PM 3: 54 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
FILING FEE \$ 203.75		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company		DOCUMENT # L95000000384			
BAYSHORE DEVELOPERS V, L.C. 3701 GALT OCEAN DRIVE FT LAUDERDALE FL 33308		1a. Principal Place of Business Address 3701 GALT OCEAN DRIVE FT LAUDERDALE FL 33308			
<small>If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.</small>					
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		05/18/1995	
City & State		City & State		4. FEI Number	
Zip		Country		65-0588398	
				5. Date of Last Report	
				04/04/1996	
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent			
KELLA, RANDALL 3701 GALT OCEAN DRIVE FT LAUDERDALE FL 33308		Name			
		Street Address (P.O. Box Number is Not Acceptable)			
		Suite, Apt. #, etc.			
		City			
		Zip Code			
		FL			
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 _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating) DATE _____					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	KELLA, RANDALL	3701 GALT OCEAN DRIVE		FT LAUDERDALE FL	
				300002127203--1 -03/28/97--01088--011 ****203.75 ****203.75	
					
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:				3-21-97 954-561-9305	
		SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date Daytime Phone #	