


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

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997				FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<p style="text-align: right;">FILED 97 JUN -9 AM 8:08 SECRETARY OF STATE TALLAHASSEE, FLORIDA</p>					
<b>FILING FEE</b> \$ 203.75		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company		<b>DOCUMENT # L 95000000500</b>			
BLUE RIVER INTERNATIONAL, L.C. ST. JOE BUSINESS CENTER 4984 PALM COAST PARKWAY N.W. SUITE 7 PALM COAST, FLORIDA 32137		1a. Principal Place of Business Address  ST. JOE BUSINESS CENTER 4984 PALM COAST PARKWAY N.W. SUITE 7 PALM COAST, FLORIDA 32137			
<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.		6 - 26 - 95	
City & State		City & State		4. FEI Number	
Zip		Zip		59 - 3350104	
Country		Country		5. Date of Last Report	
				8 - 26 - 1996	
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent			
PALMETTO CHARTER SERVICES, INC. 150 MAGNOLIA AVENUE DAYTONA BEACH, FLORIDA 32115		Name  Street Address (P.O. Box Number is Not Acceptable) 800002208798--7 Suite, Apt. #, etc. -06/11/97--01068--006 ****203.75 ****203.75 City 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 _____ DATE _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	KELLER, RICHARD L.	307 North Kearney		Harvard, NE.	
MGR	GEDeon, ANTHONY A.	9 Cordoba Court		Palm Coast, FL. 32137	
MGR	ABOFF, ROD	410 New York Ave.		Huntington, N.Y. 11743	
MGR	ELLISON, WILLIAM	2 Medeira Court		Palm Coast, FL 32137	
MGR	HOCKER, TOM	1728 Chandler Drive		Fairlawn, N.J. 07410	
MGR	MCCAIN, GENE	3 Laguna Court		Palm Coast, FL. 32137	
MGR	MARKIS, MICHAEL	20281 East Country Club Drive		Aventura, FL. 33180	
MGR	RODGERS, DAN L.	15 Ave. De La Mer #2405		Palm Coast, FL. 32137	
MGR	SPENCER, DAVID	4856 Victor Street		Jacksonville, FL. 32207	
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: <i>Anthony A. Gedeon</i> (ANTHONY A. GEDEON)		Managing Member, CEO		6/1/97 9044462220	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date		Daytime Phone #	