
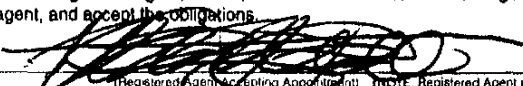



**FILE NOW: Fee after May 1, will be \$588.75**

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		 FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<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>HUGHES ART, L.C.</b> <del>240 N.E. 23RD COURT</del> <del>POMPANO BEACH FL 33060</del>		<b>DOCUMENT # L95000000735</b>  1a. Principal Place of Business Address  <b>240 N.E. 23RD COURT</b> <b>POMPANO BEACH FL 33060</b>	
2. Principal Place of Business  Suite, Apt. #, etc.  City & State  Zip Country		2a. Mailing Address <b>1723 MIKINAWA WAY</b>  Suite, Apt. #, etc.  City & State <b>HOMOLOLO, HI.</b>  Zip Country <b>96816-3923</b>	
3. Date Organized or Qualified <b>09/26/1995</b>		3a. State of Formation <b>FL</b>	
4. FEI Number <b>65-6208209</b>		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report <b>08/14/1996</b>		6. Certificate of Status Desired <input type="checkbox"/> SS /s/ Additional Fee Required	
7. Name and Address of Current Registered Agent  <b>HUGHES, DAVID C</b> <b>240 NE 23RD CT.</b> <b>POMPANO BEACH FL 33060</b>		8. Name and Address of New Registered Agent  Name  Street Address (P.O. Box Number is Not Acceptable) <b>600002178236--6</b> Suite, Apt. #, etc. <b>-05/14/97--01068--013</b> <b>****203.75 ****203.75</b> City <b>FL</b> 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  (Registered Agent Accepting Appointment) (Not a Registered Agent signature required when reinstating)		DATE <b>4/28/97</b>	
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	<b>HUGHES, DAVID C</b>	<b>240 NE 23RD CT.</b>	<b>POMPANO BEACH FL</b>
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (l), 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:  SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date <b>4/28/97</b> 888 737-3537 Daytime Phone #	