

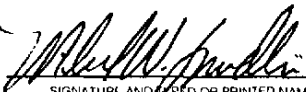


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS		FILED 98 MAR 12 PM 4: 00 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<b>FILING FEE \$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company  <b>DOCUMENT # L95000000770</b>  <b>FLEXPHALT, L.C.</b> <b>P.O. DRAWER 491356</b> <b>LEESBURG FL 34749-1356</b>		1a. Principal Place of Business Address  <b>2620 INDUSTRIAL STREET</b> <b>LEESBURG FL 34748</b>			
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 <b>10/12/1995</b> 3a. State of Formation <b>FL</b> 4. FEI Number <b>65-0622467</b> 5. Date of Last Report <b>01/28/1997</b> 6. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable <input checked="" type="checkbox"/> \$0.75 Additional Fee Required	
7. Name and Address of Current Registered Agent  <b>HILL, JOE E</b> <b>2620 W INDUSTRIAL ST</b> <b>LEESBURG FL 34748</b>		8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) <b>400002458934--9</b> Suite, Apt. #, etc. <b>-03/17/98--01024--007</b> <b>****188.75 ****188.75</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 _____ 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	
MEM	BITCON, LTD.	3111 UNIVERSITY DR, SUITE		CORAL SPRINGS FL	
MEM	J E HILL CONTRACTOR, I	2620 W INDUSTRIAL DR, SUIT		LEESBURG FL	
MGR	SPRADLIN, MICHAEL W	01300 SPRING LAKE ROAD		FRUITLAND PARK FL	
					
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:  <b>MICHAEL W. SPRADLIN</b>		<b>2-24-98 352-787-5897</b> <small>Signature and Printed Name of Signing Managing Member or Manager                      Date                      Daytime Phone #</small>			