


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

<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1997</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	<b>FILED</b> <b>97 APR 23 AM 11:51</b> <b>SECRETARY OF STATE</b> <b>TALLAHASSEE, FLORIDA</b>	
<b>FILING FEE</b> <b>\$ 203.75</b>		<b>Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>		
<b>1. Name and Mailing Address of Limited Liability Company</b>  <b>617 FLEMING STREET PARTNERS, L.C.</b> <b>ATTN: TERESA WILLIS</b> <b>330 JULIA STREET</b> <b>KEY WEST FL 33040</b>		<b>DOCUMENT # L95000000866</b>  <b>1a. Principal Place of Business Address</b>  <b>ATTN: TERESA WILLIS</b> <b>330 JULIA STREET</b> <b>KEY WEST FL 33040</b>		
<small>If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.</small>				
<b>2. Principal Place of Business</b>  Suite, Apt. #, etc.  City & State  Zip Country		<b>2a. Mailing Address</b>  Suite, Apt. #, etc.  City & State  Zip Country		<b>3. Date Organized or Qualified</b> <b>11/09/1995</b> <b>4. FEI Number</b> <b>65-0637830</b> <b>5. Date of Last Report</b> <b>05/01/1996</b>
				<b>3a. State of Formation</b> <b>FL</b> <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable <b>6. Certificate of Status Desired</b> <input checked="" type="checkbox"/> <b>Set 75 Additional Fee Required</b>
<b>7. Name and Address of Current Registered Agent</b>  <b>FOHRMAN, DARRYL</b> <b>322 ELIZABETH STREET</b> <b>KEY WEST FL 33040</b>		<b>8. Name and Address of New Registered Agent</b>  Name Street Address (P.O. Box Number is Not Acceptable) <b>200002158612--E</b> Suite, Apt. #, etc. <b>04/29/97 01083 014</b> <b>****203.75 ****203.75</b> City <b>FL</b> Zip Code		
<b>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.</b>				
SIGNATURE _____ DATE _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstalling)</small>				
<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>		<b>City, State and Zip Code</b>
MEM	WILLIS, TERESA	% 330 JULIA STREET		KEY WEST FL
MEM	SMITH, ERIC T	% 330 JULIA STREET		KEY WEST FL
MEM	WILLIS, WILLIAM T	% 330 JULIA STREET		KEY WEST FL
MEM	WILLIS, KAYE	% 330 JULIA STREET		KEY WEST FL
MEM	HUGHES, J. MARSHALL	% 330 JULIA STREET		KEY WEST FL
MEM	HUGHES, JUDI	% 330 JULIA STREET		KEY WEST FL
<b>NB4-25-97</b>				
<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) (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 attached statement with an address.</b>				
<b>SIGNATURE:</b>		<b>TERESA WILLIS</b> <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>		
		<small>Date</small> <b>4/9/97</b> <small>Daytime Phone #</small> <b>3052966439</b>		