


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 Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED 98 SEP 30 PM 2:45 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company		DOCUMENT # L95000000956			
UNIVERSITY CLUB APARTMENTS OF ORLANDO, L.C. 1713 MAHAN DRIVE SUITE C TALLAHASSEE, FL 32308		1a. Principal Place of Business Address 1713 MAHAN DRIVE SUITE C TALLAHASSEE, FL 32308			
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		12/11/1995	
City & State		City & State		4. FEI Number	
Zip		Zip		59-3115016	
Country		Country		5. Date of Last Report	
				04/04/1997	
7. Name and Address of Current Registered Agent		3a. State of Formation			
PROCTOR, M. JULIAN JR 227 SOUTH CALHOUN STREET TALLAHASSEE, FL 32301		FL			
		4. Certificate of Status Desired			
		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable			
		6. Certificate of Status Desired			
		<input type="checkbox"/> \$8.75 Additional Fee Required			
8. Name and Address of New Registered Agent/Office		Name			
		Street Address (P.O. Box Number is Not Acceptable)			
		4000002653684-3			
		Suite, Apt. #, etc.			
		-10/01/98--01069--002			
		****588.75 ****588.75			
		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 _____					
(Block 10 of Agent Accepting Appointment) (NOTE: Registered Agent's signature required when resigning)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MEM	PROCTOR, THOMAS C	1713 MAHAN DRIVE, SUITE C		TALLAHASSEE, FL	
MGR	UNIVERSITY CLUB MANAGEMENT OF ORLANDO, INC	1713 MAHAN DRIVE, SUITE C		TALLAHASSEE, FL	
MEM	BROWNING, ROBERT JR	1713 MAHAN DRIVE, SUITE C		TALLAHASSEE, FL	
MEM	VINEYARD, BENJAMIN	3306 DALE AVE		ST JOSEPH, MI	
MEM	DOZIER, LAURIE III	1713 MAHAN DRIVE, SUITE C		TALLAHASSEE, FL	
MEM	EDUCATIONAL FACILITIES GROUP, INC	1713 MAHAN DRIVE, SUITE C		TALLAHASSEE, 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)(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>Thomas C. Proctor, Sr.</i>		9/29/98		878 0852	
SIGNATURE AND FULL PRINTED NAME OF SIGNING MANAGER OR MEMBER OR MANAGER		Date		Daytime Phone #	