


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -1 AM 8:29

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 188.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1 Name and Mailing Address of Limited Liability Company DOCUMENT # L95000000978 ROYAL APARTMENTS HOLDINGS, L.C. 443 N. MAIN STREET #10 HENDERSONVILLE NC 28792

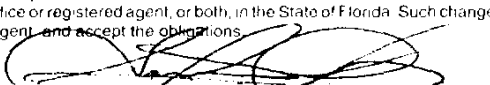
1a. Principal Place of Business Address 443 N. MAIN STREET #10 HENDERSONVILLE NC 28792
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2 Principal Place of Business Suite, Apt. #, etc. City & State Zip Country	2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country
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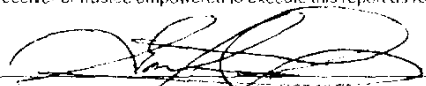
3. Date Organized or Qualified 12/20/1995	3a. State of Formation FL
4. FEI Number 65-0627429	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report 03/11/1998	6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent SKINNER, TRACEY A 4675 POINCE DE LEON BLVD SUITE 305 CORAL GABLES FL 33146
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8. Name and Address of New Registered Agent/Office Name Gaston Campano Street Address (P.O. Box Number is Not Acceptable) 2504 W. 84th ST. Suite, Apt. #, etc. City Hialeah Zip Code FL 330165702
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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. Thereby accept the appointment as registered agent and accept the obligations. SIGNATURE  DATE 3/2/99

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	CAMPANO, GASTON	11767 S DIXIE HWY, SUITE 1 443 N. Main Street #10	MIAMI FL Hendersonville, NC
MGRM	CAMPANO, GASTON V	3900 N.W. 79 AVENUE, SUITE 2504 W 84 ST	MIAMI FL Hialeah, FL
MGRM	HERNANDEZ, EDMUNDO	3900 N.W. 79 AVENUE, SUITE 443 N. Main Street #10	MIAMI FL Hendersonville, NC

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(g), 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:  DATE 3/2/99 (828) 698 3923
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