

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

**APPROVED
AND
FILED**

1997 MAR 10 AM 8:57

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 203.75	Annual Report \$100.00 + \$103.75 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 #L96000000029
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WESTWINDS APARTMENTS, L.L.C.
C/O PETER OAKLEY
~~2520 EAST VINA DEL MAR~~
~~ST. PETERSBURG BEACH FL 33706~~

1a. Principal Place of Business Address
C/O PETER OAKLEY
2520 EAST VINA DEL MAR
ST. PETERSBURG BEACH FL 33706

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

2. Principal Place of Business 600 7 th Avenue Suite, Apt. #, etc. City & State St. Pete Bch FL Zip 33706 Country U.S.A.	2a. Mailing Address PO Box 66713 Suite, Apt. #, etc. City & State St. Pete Beach Zip 33706 Country U.S.A.
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3. Date Organized or Qualified 01/09/1996	3a. State of Formation FL
4. FEI Number	<input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent OAKLEY, PETER 2520 EAST VINA DEL MAR ST. PETERSBURG BEACH FL 33706

8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code
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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. I hereby accept the appointment as registered agent and accept the obligations.

SIGNATURE _____ DATE 1/29/97
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	SHOLTY, SCOTT A	301 NORTH MERIDIAN	INDIANAPOLIS IN
MEM	ROSENFELD, LANA M. 12041 MARTHA ANN DR	12041 MARTHA ANN DR	LOS ALAMITOS CALIF 90720
MEM	SHOLTY MICHAEL V.	601-3 70TH AVE	ST. PETERSBURG BEACH FLORIDA, 33706

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3/11/97

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: Scott A. Sholty Scott A. Sholty 021097 317-255-2719
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #