

2<sup>nd</sup> and  
**FINAL NOTICE:** File on or before Sept. 30, 1998 or Limited Liability Company will be dissolved. If dissolved, minimum amount due to reinstate: \$688.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 SEP -9 AM 10:32

<b>FILING FEE</b> \$ 588.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee + \$400.00 Late Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>
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1. Name and Mailing Address of Limited Liability Company	<b>DOCUMENT #</b> L96000000037
BTSC/SOMERSET L.C. 12661 METRO PARKWAY SUITE A FT. MYERS FL 33912	

1a. Principal Place of Business Address
12661 METRO PARKWAY SUITE A FT. MYERS FL 33912


2. Principal Place of Business	2a. Mailing Address
1149 Periwinkle Way Suite, Apt. #, etc.	7945 Mac Arthur Blvd Suite 214
City & State	City & State
Sanibel Island, Fla.	Cabin John, Md.
Zip	Zip
33957	20818
Country	Country
Lee	Montgomery

3. Date Organized or Qualified	3a. State of Formation
01/08/1996	FL
4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
65-0637621	
5. Date of Last Report	6. Certificate of Status Desired
04/24/1997	\$8.75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent
NAUMANN, JOHN J 1149 PERIWINKLE WAY SANIBEL ISLAND FL 33957

8. Name and Address of New Registered Agent/Office
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City
Zip Code
FL

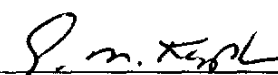
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE  DATE 9/4/98  
(Type: Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MEM	BTS DEVELOPMENT CORP,	1149 PERIWINKLE WAY	SANIBEL ISLAND FL
MEM	BTS CONSTRUCTION COR,	1149 PERIWINKLE WAY	SANIBEL ISLAND FL
MGR	NAUMANN, JOHN J	1149 PERIWINKLE WAY	SANIBEL ISLAND FL
MGR	MILTON, JEFFREY J	1149 PERIWINKLE WAY	SANIBEL ISLAND FL

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\*\*\*\*588.75 \*\*\*\*588.75

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:  Gregory M. Kapser  
Secretary  
8/27/98 (301) 229-7727  
Date Daytime Phone #