


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

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997				FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> \$ 203.75		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee 97		<b>FILED</b> MAY 22 AM 8:27	
1. Name and Mailing Address of Limited Liability Company		DOCUMENT #L96000000351 SECRETARY OF STATE TALLAHASSEE, FLORIDA			
THE CLUB ESTATES, L.C. 4141 ISLE OF CAPRI ROAD NAPLES FL 33962		1a. Principal Place of Business Address 4141 ISLE OF CAPRI ROAD NAPLES FL 33962			
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.					
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		03/26/1996	
City & State		City & State		FL	
Zip		Country		4. FEI Number	
34113				<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
7. Name and Address of Current Registered Agent		5. Date of Last Report		6. Certificate of Status Desired	
CARDILLO, JOHN P 2550 EAST TAMiami TRAIL NAPLES FL 33962				SEE INSTRUCTIONS REQUIRED <input type="checkbox"/>	
8. Name and Address of New Registered Agent		Name			
		Street Address (P.O. Box Number is Not Acceptable)			
		Suite, Apt. #, etc.			
		City			
		Zip Code			
		FL 34112			
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 _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating) DATE _____					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MEM	BENTON, CHARLES L JR.	3915 CALVERTON DRIVE		HYATTSVILLE MD	
MEM	BENTON, CHARLES V PH.D	4141 ISLE OF CAPRI ROAD		NAPLES FL	
				000002195050--6 -05/29/97--01084--002 ***203.75 ***203.75	
				JB5-27-97	
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:		Charles V. Benton		4/21/97 941 450-5503	
		SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date Daytime Phone #	