


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

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED 99 MAR -1 PM 3: 13 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 # L96000000351 THE CLUB ESTATES, L.C. 4141 ISLE OF CAPRI ROAD NAPLES FL 34114		1a. Principal Place of Business Address 4141 ISLE OF CAPRI ROAD NAPLES FL 34114			
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 03/26/1996 3a. State of Formation FL 4. FEI Number 59-3390947 5. Date of Last Report 11/02/1998	
				6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent CARDILLO, KEITH & BONAGUIST 3550 EAST TAMiami TRAIL NAPLES FL 33962			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 <div style="text-align: right;">FL</div>		
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 03/05/99 01104-025 <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent Signature Required when new agent)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MEM	BENTON, CHARLES L JR.	3915 CALVERTON DRIVE		HYATTSVILLE MD	
MGR	BENTON, CHARLES V PH.D	4141 ISLE OF CAPRI ROAD		NAPLES FL	
MEM	MORRIS, I.L.	1297 NORTH LEWIS ST		GLENNVILLE WV	
MEM	STARROPOVLOS, MARK	2613 INDUSTRIAL ROW		TROY MI	

5-3-99

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** *2/25/99 (941) 775-1266*