
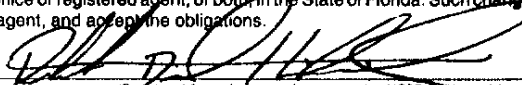
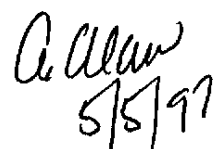
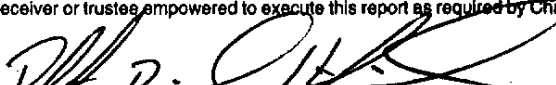


**FILE NOW: Fee after May 1, will be \$588.75**

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		 FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS		APPROVED AND FILED  97 MAY -5 AM 9:50  SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<b>FILING FEE</b> \$ 203.75		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
1 Name and Mailing Address of Limited Liability Company		<b>DOCUMENT #</b> L96000000918			
GROUND LEVEL COFFEE COMPANY, L.C. 1224 PEABODY DRIVE, EAST JACKSONVILLE FL 32221		1a. Principal Place of Business Address  1224 PEABODY DRIVE, EAST JACKSONVILLE FL 32221			
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.					
2 Principal Place of Business  ST LUCES HOSPITAL Suite, Apt. #, etc.  BELFORT RD City & State  JACKSONVILLE FL Zip 32246		2a. Mailing Address  10135 N. GATE Pkwy Suite, Apt. #, etc.  #1209 City & State  JACKSONVILLE FL Zip 32246		3. Date Organized or Qualified 08/27/1996 3a. State of Formation FL 4. FEI Number  <input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 5. Date of Last Report  6. Certificate of Status Desired S875 Additional Fee Required <input checked="" type="checkbox"/>	
7. Name and Address of Current Registered Agent  HEIDENREICH, SHERI 1224 PEABODY DRIVE, EAST JACKSONVILLE FL 32221			8. Name and Address of New Registered Agent  Name  Street Address (P.O. Box Number is Not Acceptable) 10135 N. GATE Pkwy # Suite, Apt. #, etc. #1209 City JACKSONVILLE FL Zip Code 32246		
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 30 APRIL 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	
MGRM	HEIDENREICH, SHERI	1224 PEABODY DRIVE, EAST		JACKSONVILLE FL	
MGRM	HEIDENREICH, ROBERT	1224 PEABODY DRIVE, EAST		JACKSONVILLE FL	
				400002176574--4 -05/13/97--01063--022 ****212.50 ****212.50   5/5/97	
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:  30 APRIL 97 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #					