
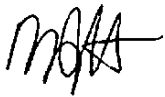
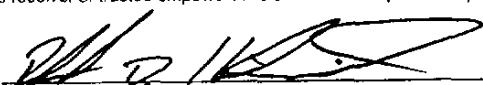


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee \$ 188.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company  GROUND LEVEL COFFEE COMPANY, L.C. 10135 N. GATE PKWY. #1209 JACKSONVILLE FL 32246		DOCUMENT # L96000000918	
2. Principal Place of Business  Suite, Apt. #, etc.  City & State  Zip Country		1a. Principal Place of Business Address  ST. LUKES HOSPITAL BELFORT RD. JACKSONVILLE FL 32246	
2a. Mailing Address  Suite, Apt. #, etc.  City & State  Zip Country		3. Date Organized or Qualified 08/27/1996 4. FEI Number 59-3406459 APPLIED FOR 5. Date of Last Report 05/05/1997	
7. Name and Address of Current Registered Agent  HEIDENREICH, SHERI 10135 N. GATE PKWY #1209 JACKSONVILLE FL 32246		3a. State of Formation FL <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 6. Certificate of Status Desired \$0.75 Additional Fee Required <input checked="" type="checkbox"/>	
		8. Name and Address of New Registered Agent/Office  Name Street Address (P.O. Box Number is Not Acceptable) 5184 TRAINING DALS CT Suite, Apt. #, etc. City JACKSONVILLE FL Zip Code 32258	
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 _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>			
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
			 300002558913--3 -06/12/98--01107--001 ****197.50 ****197.50
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 98 904 288 8210 Date Daytime Phone #	