
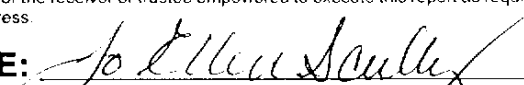


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 99 MAY -3 AM 11:32	
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 # L96000001189		1a. Principal Place of Business Address	
DUNN & DUNN BOOKSELLERS, L.C. P.O. BOX 505 NAPLES FL 34106		94-AR UN		1300 THIRD STREET SOUTH SUITE 201 NAPLES FL 34102	
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		11/14/1996	
City & State		City & State		3a. State of Formation FL	
Zip		Country		4. FEI Number	
				59-3426072	
				<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				5. Date of Last Report	
				04/17/1998	
				6. Certificate of Status Desired	
				<input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent				8. Name and Address of New Registered Agent/Office	
BURKE, WILLIAM M ESQ. BOND SCHOENECK AND KING, PA 1167 THIRD STREET SOUTH, STE 107 NAPLES FL 34104				Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code	
				300002871803---6 -05/11/99--01081--003 ****188.75 ****188.75 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 _____ (Registered Agent Accepting Appointment) (If FEI, Registered Agent signature is not required.) DATE _____					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	LINEHAN, DARIELLE D	515 FAIRMOUNT AVE, STE 900		TOWSON MD	
MGRM	SCULLY, JOELLEN D	1568 GULF SHORE BLVD		NAPLES FL	
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:  4-2-99 6741435-1911					