
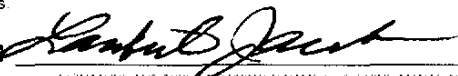


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

|   |                           |  |   |  |  |
|---|---------------------------|--|---|--|--|
| LIMITED LIABILITY COMPANY<br>ANNUAL REPORT<br>1999  |                           |  FLORIDA DEPARTMENT OF STATE<br><b>Katherine Harris</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |   | FILED<br>99 MAR 12 PM 1:24<br>SECRETARY OF STATE<br>TALLAHASSEE, FLORIDA   |  |
| <b>FILING FEE \$ 188.75</b>   |                           | <b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b><br><b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>  |   |  |  |
| 1. Name and Mailing Address of Limited Liability Company<br><br><b>OAK TREE GP, LLC.</b><br><b>6751 SW 125TH TERRACE</b><br><b>MIAMI FL 33156</b>   |                           | <b>DOCUMENT # L97000000001</b><br><br>1a. Principal Place of Business Address<br><br><b>6751 SW 125TH TERRACE</b><br><b>MIAMI FL 33156</b>   |   |  |  |
| 2. Principal Place of Business<br>Suite, Apt. #, etc.<br><br>City & State<br><br>Zip                      Country   |                           | 2a. Mailing Address<br>Suite, Apt. #, etc.<br><br>City & State<br><br>Zip                      Country   |   | 3. Date Organized or Qualified<br><b>12/31/1996</b><br><br>4. FEI Number<br><b>65-0715935</b><br><br>5. Date of Last Report<br><b>03/30/1998</b> |  |
|   |                           |  |   | 3a. State of Formation<br><b>FL</b><br><br><input type="checkbox"/> Applied For<br><input type="checkbox"/> Not Applicable                       |  |
|   |                           |  |   | 6. Certificate of Status Desired<br><input checked="" type="checkbox"/> \$8.75 Additional Fee Required   |  |
| 7. Name and Address of Current Registered Agent<br><br><b>JACOBS, LAMBERT</b><br><b>6751 SW 125TH TERRACE</b><br><b>MIAMI FL 33156</b>  |                           |  | 8. Name and Address of New Registered Agent/Office<br>Name<br><br>Street Address (P.O. Box Number is Not Acceptable)<br><b>300002814383--9</b><br>Suite, Apt. #, etc.<br><b>-03/22/99--01148--018</b><br><b>****188.75 ****188.75</b><br>City<br><b>FL</b> Zip Code |  |  |
| 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 _____<br><small>(Registered Agent Accepting Appointment) (FED: Registered Agent Signature (no and) when in relation)</small>  |                           |  | DATE _____  |  |  |
| 10. Title   | Managing Members/Managers | Business Street Address  |   | City, State and Zip Code   |  |
| MGR   | JORDAN, CASTLE            | P.O. BOX 8426  |   | HORSESHOE BAY TX   |  |
| MGR   | RYDER, WILLIAM            | 2451 BRICKELL AVE APT 20A  |   | MIAMI FL   |  |
| MGR   | PRUSSING, E. MOULTON      | 111 DUNSMEIR ROAD  |   | PORT LUDLOW WA   |  |
| MGR   | O'CONNELL, DANIEL K       | 5133 NW 93 DORAL WAY   |   | MIAMI FL   |  |
| MGR   | JACOBS, LAMBERT           | 6751 SW 125TH TERRACE  |   | MIAMI 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    |                           | 2/18/99 306-235-1461   |   |  |  |