
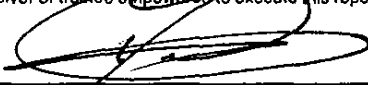


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 MAR 30 PM 2:14 mtu 4/1	
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 <b>DOCUMENT # L97000000147</b>  EMERALD BAY PROPERTIES L.C. POST OFFICE BOX 4114 WEST HILLS CA 91308				1a. Principal Place of Business Address  601 MUSKINGUM AVENUE PACIFIC PALISADES CA 90272	
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 02/05/1997 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 \$8.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent  ADAMS, ROBERT D 7502 THOMAS DRIVE E-1203 PANAMA CITY BEACH FL 32408				8. Name and Address of New Registered Agent/Office  Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. 100002483171--0 -04/08/98--01110--006 City ****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 _____ DATE _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstalling)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	MILLER, GREGG H	601 MUSKINGUM AVENUE		PACIFIC PALISADES CA	
MGRM	MILLER, WYNN A	601 MUSKINGUM AVENUE		PACIFIC PALISADES CA	
MGRM	MILLER MUTRUX, DONNA L	601 MUSKINGUM AVENUE		PACIFIC PALISADES CA	
MGRM	ADAMS, ROBERT D	7205 THOMAS DRIVE E-1203		PANAMA CITY BEACH 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: 		3/5/98		803418483	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date		Daytime Phone #	