

2nd and File on or before Sept. 29, 1999 or Limited Liability Company
FINAL NOTICE: will be dissolved.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 JUL 30 PM 3:45

FILING FEE \$ 588.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee + \$400.00 Late Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company	DOCUMENT # L97000000367
SANCTUARY VENTURES, L.L.C. C/O KRAUSS WHITING LLP 4 LANDMARK SQUARE STAMFORD CT 06901	

1a. Principal Place of Business Address
C/O KRAUSS WHITING LLP 4 LANDMARK SQUARE STAMFORD CT 06901

2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.	Suite, Apt. #, etc.	03/19/1997	FL
City & State	City & State	4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	06-1479454	
		5. Date of Last Report	6. Certificate of Status Desired
		04/27/1998	\$8.75 Additional Fee Required <input type="checkbox"/>

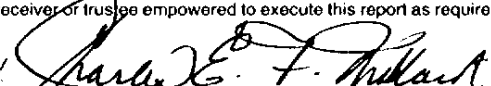
7. Name and Address of Current Registered Agent	8. Name and Address of New Registered Agent/Office
SOPKO, JAMES 2307 S.E. MONTEREY ROAD STUART FL 34996	Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code MJH

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 reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	MILLARD, CHARLES E. F	2081 EAST OCEAN BOULEVARD,	STUART FL
200002953122--3 -08/06/99--01084--009 ****588.75 ****588.75			

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:  10/20/99
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER
D-10 Daytime Phone: #