
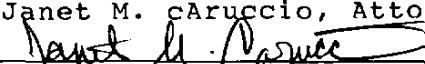


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE \$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company		<b>DOCUMENT #</b> L97000000521			
DERBY SALES LC <del>COMPANIES HOUSE</del> <del>TOWER STREET</del> <del>RAMSEY, ISLE OF MAN</del>		1a. Principal Place of Business Address  THE AVENUE SARK, CHANNEL ISLANDS			
2. Principal Place of Business 1220 N. Market St. Suite, Apt. #, etc. Suite 606 City & State Wilmington, DE 19801 Zip Country		2a. Mailing Address 1220 N Market St. Suite, Apt. #, etc. Suite 606 City & State Wilmington, DE 19801 Zip Country		3. Date Organized or Qualified 05/14/1997 3a. State of Formation FL	
		4. FEI Number		<input type="checkbox"/> Applied For <input checked="" 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  Corporate Creations Enterprises Inc. 4521 PGA Boulevard #211 Palm Beach Gardens, FL 33418				8. Name and Address of New Registered Agent/Office  Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL 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 _____ 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	
MGR	Croshaw, Philip M	The Avenue		Sark, Channel Islands	
MGR	Grassick, James W.	La Collinette		Sark, Channel Islands	
9000002852539-3 -04/27/98--01018--001 ***4341.25 ****188.75					
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:		Janet M. Caruccio, Attorney-in-fact for Philip M. Croshaw, Mgr  4/20/99 303-421-5750			
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Daytime Phone #			