
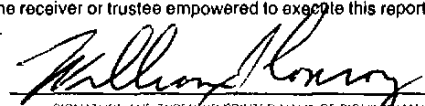


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 MAY -7 AM 9:03	
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 # L97000000752		1a. Principal Place of Business Address	
PORTRAITS FOR YOU, L.C. STE. 1, 4800 N. A1A VERO BEACH FL 32963				STE. 1, 4800 N. A1A VERO BEACH FL 32963	
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		07/08/1997	
City & State		City & State		4. FEI Number 65-0772895	
Zip		Country		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				8. Name and Address of New Registered Agent/Office	
CONROY, WILLIAM J STE. 1, 4800 N. A1A VERO BEACH FL 32963				Name Street Address (P.O. Box Number is Not Acceptable) 000002516330--4 Suite, Apt. #, etc. -05/07/98--01127--013 ****188.75 ****188.75 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 _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when re-instating) DATE _____					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGME	CONROY, WILLIAM J	4800 NORTH A1A, UNIT 304		VERO BEACH FL	
MGME	CONROY, JOAN L	4800 NORTH A1A, UNIT 304		VERO BEACH FL	
MGME	CONROY, BRIAN I	4800 NORTH A1A, UNIT 304		VERO BEACH FL	
MGME	CARUSONE, REGINA	92 OLD WASHINGTON ROAD		RIDGEFIELD CT	
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: 		4/15/1998		234-5951	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		DATE		Daytime Phone #	