
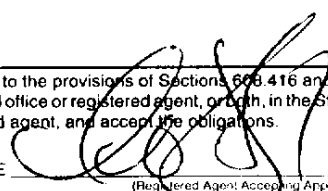
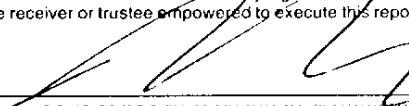


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
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 # L9700000948 PELICAN STRAND REAL ESTATE HOLDINGS, L.C. 10621 AIRPORT-PULLING RD, SUITE 1 NAPLES FL 34109		1a. Principal Place of Business Address 10621 AIRPORT-PULLING RD, SU NAPLES FL 34109			
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip		2a. Mailing Address Suite, Apt. #, etc. City & State Zip		3. Date Organized or Qualified 08/28/1997 3a. State of Formation FL 4. FEI Number 59-3498816 5. Date of Last Report 05/28/1998	
7. Name and Address of Current Registered Agent SALVATORI, LEO J 4501 N TAMiami TRAIL, SUITE 300 NAPLES FL 34103		3b. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable \$8.75 Additional Fee Required <input type="checkbox"/>			
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 4/14/99			
10. Title Managing Members/Managers		Business Street Address		City, State and Zip Code	
MEM HARDY, ROBERT P		10621 AIRPORT-PULLING RD,		NAPLES FL	
MEM MARICOPA INVESTMENT ,		10621 AIRPORT-PULLING RD,		NAPLES 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.		4000002864414--0 -05/06/99--01003--015 ****188.75 ****188.75 FDS Inv. # 041499 Amn. 188.75 Date Due 5-10-99 Disc. 17000000948 Cmpny. 09 Acct. 744,000.28 Job Phs. Cmmr. 01			
SIGNATURE: 		SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER			