
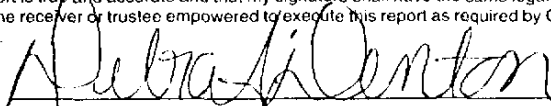


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> \$ 188.75		<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> L97000001035			
WINFIELD CAPITAL HOLDINGS, L.C. 10228 NORTHWEST 63RD DRIVE PARKLAND FL 33076		1a. Principal Place of Business Address 10228 NORTHWEST 63RD DRIVE PARKLAND FL 33076			
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		09/18/1997	FL
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Country		65-0780984	
5. Date of Last Report		6. Certificate of Status Desired			
05/04/1998		<input type="checkbox"/> \$8.75 Additional Fee Required			
7. Name and Address of Current Registered Agent			8. Name and Address of New Registered Agent/Office		
DENTON, DEBRA 10228 NORTHWEST 63RD DRIVE PARKLAND FL 33076			Name Street Address (P.O. Box Number is Not Acceptable) 1000002811-1761-1-8 Suite, Apt. #, etc. 03/23/99-01020-017 ****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 _____ DATE _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reappointing.)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	DENTON, DEBRA	10228 NORTHWEST 63RD DRIVE		PARKLAND 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: 		Date: 9/10/99		E-mail Phone # 9543461861	