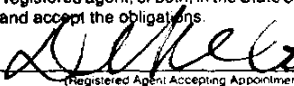
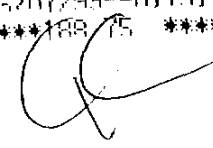
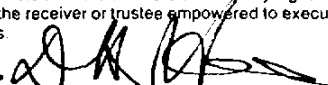


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY		FLORIDA DEPARTMENT OF STATE	
ANNUAL REPORT		Katherine Harris Secretary of State	
1999		DIVISION OF CORPORATIONS	
<b>FILING FEE</b> Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee <b>\$ 188.75</b> Make Check Payable To: FLORIDA DEPARTMENT OF STATE		FILED MAY -3 PM 5:00 TALLAHASSEE, FL	
1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT # L97000001043</b>  FUN SCIENCE, L.C. <del>8241 SEVEN MILE DRIVE</del> <del>PONTE VEDRA BEACH FL 32082</del>		1a. Principal Place of Business Address  8241 SEVEN MILE DRIVE PONTE VEDRA BEACH FL 32082	
2. Principal Place of Business <b>3274 Hermitage Road East</b> Suite, Apt. #, etc.	2a. Mailing Address <b>3274 Hermitage Road East</b> Suite, Apt. #, etc.	3. Date Organized or Qualified <b>09/18/1997</b>	3a. State of Formation <b>FL</b>
City & State <b>Jacksonville, FL</b>	City & State <b>Jacksonville, FL</b>	4. FEI Number <b>59-3469223</b>	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip <b>32277</b>	Country <b>Duval</b>	5. Date of Last Report <b>04/29/1998</b>	6. Certificate of Status Desired <b>\$8.75 Additional Fee Required</b> <input type="checkbox"/>
7. Name and Address of Current Registered Agent  <del>CARROLL, JOHN</del> <del>8241 SEVEN MILE DRIVE</del> <del>PONTE VEDRA BEACH FL 32082</del>		8. Name and Address of New Registered Agent/Office Name <b>DEANNA HEDRICK</b> Street Address (P.O. Box Number is Not Acceptable) <b>3274 HERMITAGE ROAD EAST</b> Suite, Apt. #, etc. City <b>JACKSONVILLE</b> Zip Code <b>FL 32277</b>	
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 <b>4-22-99</b> <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
<del>MGR</del>	<del>CARROLL, JOHN</del>	<del>8241 SEVEN MILE DRIVE</del>	<del>PONTE VEDRA BEACH FL</del>
<del>MGR</del>	<del>CARROLL, MARY</del>	<del>8241 SEVEN MILE DRIVE</del>	<del>PONTE VEDRA BEACH FL</del>
MGR	HEDRICK, DEANNA	3274 HERMITAGE ROAD EAST	JACKSONVILLE, FL
400002868434-4 -05/07/99--01151--014 ****188.75 ****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:  DEANNA HEDRICK, MGR. 4-22-99 904-543-0094 <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #</small>			