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**FINAL NOTICE:** File on or before Sept. 30, 1998 or Limited Liability Company will be dissolved. If dissolved, minimum amount due to reinstate: \$688.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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<b>FILING FEE</b> <b>\$ 588.75</b>	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee + \$400.00 Late Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>
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1. Name and Mailing Address of Limited Liability Company	<b>DOCUMENT #</b> L97000001169 HMS OUTLET DIRECT, L.C. 12243 PRAIRIE DUNES ROAD BOYNTON BEACH FL 33437
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1a. Principal Place of Business Address

12243 PRAIRIE DUNES ROAD  
BOYNTON BEACH FL 33437

2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.	Suite, Apt. #, etc.	10/22/1997	FL
City & State	City & State	4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	65-0792654	
		5. Date of Last Report	6. Certificate of Status Desired
		N/A	\$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
STRUHL, HAROLD 12243 PRAIRIE DUNES ROAD BOYNTON BEACH FL 33437	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.

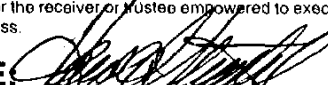
SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_  
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	STRUHL, HAROLD	12243 PRAIRIE DUNES ROAD	BOYNTON BEACH FL
MGR	STRUHL, MIRIAM	12243 PRAIRIE DUNES ROAD	BOYNTON BEACH FL

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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:  7-20-98 661-733-7999  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #

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July 20, 1998

Florida Department of State  
Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

To Whom It May Concern:

We received the enclosed form last Friday (July 17, 1998) . We called the Divisions of Corporations and explained that we have never received this form before. We started our LLC company last November and were never informed that this form was necessary or that there was a filing fee involved. Your representative advised us this morning to send the enclosed check for \$188.75 along with this letter of explanation.

We sincerely hope this resolves this problem.

Very truly yours,



Miriam Struhl  
Vice-President