

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 29 AM 11:31

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 188.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company DOCUMENT # L97000001442 GROUND PRODUCTIONS, L.C. 5642 UPLAND WAY WEST PALM BEACH FL 33417

1a. Principal Place of Business Address 5642 UPLAND WAY WEST PALM BEACH FL 33417
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2. Principal Place of Business <i>Seminole Shores</i>	2a. Mailing Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
City & State	City & State
Zip Country	Zip Country

3. Date Organized or Qualified 12/26/1997	3a. State of Formation FL
4. FEI Number	<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> Additional Fee Required

7. Name and Address of Current Registered Agent REID, PHILIP H JR. 340 ROYAL PALM WAY, SUITE 100 PALM BEACH FL 33480

8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. 700002512017--4 -05/05/98--01136--011 City *** FL *** 188.75
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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
MGRM	IRWIN, JOHN	5642 UPLAND WAY	WEST PALM BEACH FL
MGRM	CRAMER, PATRICE	IMPASSE DE LA TUILERIE	91190 GIF SUR YVELTE
MGRM	CRAMER, ASHLEE	IMPASSE DE LA TUILERIE	91190 GIF SUR YVELTE

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (f), 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: *John H. Irwin* **John H. IRWIN** 3/26/98 561-689-5829
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #