


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		FILED <i>W 6/16</i> 99 JUN 16 PM 2:17	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE				SECRETARY OF STATE TALLAHASSEE, FLORIDA	
1. Name and Mailing Address of Limited Liability Company		DOCUMENT # L97000001442		1a. Principal Place of Business Address 5642 UPLAND WAY WEST PALM BEACH FL 33417			
GROUND PRODUCTIONS, L.C. 5642 UPLAND WAY WEST PALM BEACH FL 33417				3. Date Organized or Qualified 12/26/1997		3a. State of Formation FL	
2. Principal Place of Business		2a. Mailing Address		4. FEI Number 69-3510394		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		APPLIED FOR			
City & State		City & State		5. Date of Last Report 04/29/1998		6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
Zip		Country		Zip		Country	
7. Name and Address of Current Registered Agent				8. Name and Address of New Registered Agent/Office			
REID, PHILIP H JR. 340 ROYAL PALM WAY, SUITE 100 PALM BEACH FL 33480				Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. 800002911188--9 -06/21/99 -01150--010 City ***188.75 ***188.75 FL			
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) (NO!L 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)(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: *John H. Irwin* **4/30/99** **561-838-1661**