

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 \$ 188.75</b>		<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		DOCUMENT # L98000000045	
HIGHLANDS RESERVE GOLF CLUB, L.C. 2281 LEE ROAD, SUITE 103 WINTER PARK FL 32789		1a. Principal Place of Business Address 2281 LEE ROAD, SUITE 103 WINTER PARK FL 32789	
2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified	3a. State of Formation
500 Highlands Reserve Blvd.	Suite, Apt. #, etc.	01/07/1998	FL
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
City & State	City & State	59-3486586	
Davenport, FL		5. Date of Last Report	6. Certificate of Status Desired
Zip	Country	NA	\$8.75 Additional Fee Required <input type="checkbox"/>
33837	USA		
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent/Office	
SECRIST, ROBERT L III 2281 LEE ROAD, SUITE 103 WINTER PARK FL 32789		Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code	
		300002789149 -02/26/99--01095--012 ****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) (Not a Registered Agent signature, but not who created it)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	SECRIST, ROBERT L III	1781 SUNNYSIDE DRIVE	MAITLAND FL
MGR	KENNEDY, MICHAEL J	2281 Lee Rd., Suite 103	Winter Park, FL 32789
MGR	LEVENTHAL, STUART	2011 GERONIMO TRAIL	MAITLAND FL
MGR		651 EAST LAKE DRIVE	ALTAMONTE SPRINGS FL
MGR			
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. 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: <i>Robert L. Secrist</i>		Managing member 2/19/99 (407) 645-1965	
SIGNATURE AND TITLE OF PERSON IN NAME OF SIGNING MANAGER (MEMBER OR MANAGER)		Date of Filing	