

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 Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
ANNUAL REPORT 1999		FILED 26 5/25 99 MAY 24 PM 1:37 TALLAHASSEE, FLORIDA	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company X-STAR LC % AMERICAN INCORPORATORS, LTD. 1220 NORTH MARKET STREET, SUITE 606 WILMINGTON DE 19801		DOCUMENT # L98000000144	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		3a. Principal Place of Business Address % AMERICAN INCORPORATORS, LT 1220 NORTH MARKET STREET, SU WILMINGTON DE 19801 3. Date Organized or Qualified 02/02/1998 3a. State of Formation FL 4. FEI Number N/A 5. Date of Last Report 6. Certificate of Status Desired \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent CORPORATE CREATIONS, ENTERPRISES IN 4521 PGA BOULEVARD #211 PALM BEACH GARDENS FL 33418		8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt #, etc. City Zip Code 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) (SOLE Proprietor Agent signature required for sole proprietorship)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MBR	SATURN INVESTMENT GROU	CUBA AVE & 34 ST., STE 302	PANAMA CITY 5, PANAM
MBR	STAR GROUP FINANCE AND	CUBA AVE & 34 ST., STE 302	PANAMA CITY 5, PANAM
3000002870858--\$ -05/10/99--01152--005 ****943.75 ****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: Sydney Tavaréz 04/21/99 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER			