

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
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR 30 AM 11:57

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 # L98000000319 FAIRGROUNDS GP LLC C/O THE GOODMAN COMPANY 777 SOUTH FLAGLER DRIVE WEST PALM BEACH FL 33401
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1a. Principal Place of Business Address C/O THE GOODMAN COMPANY 777 SOUTH FLAGLER DRIVE WEST PALM BEACH FL 33401

2. Principal Place of Business Suite, Apt. #, etc. Suite 1101E City & State Zip Country	2a. Mailing Address Suite, Apt. #, etc. Suite 1101E City & State Zip Country
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3. Date Organized or Qualified 03/16/1998	3a. State of Formation FL
4. FEI Number 23-1981416	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired \$8.75 Additional Fee Required <input checked="" type="checkbox"/>

7. Name and Address of Current Registered Agent SHEWALTER, WILLIAM 777 SOUTH FLAGLER DRIVE, SUITE 1101 WEST PALM BEACH FL 33401
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8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code 33401
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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) (Not: Registered Agent signature required when not a principal)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	151 WORTH AVENUE PARTN	777 S. FLAGLER DRIVE	WEST PALM BEACH FL
MGR	GOODMAN PROPERTIES, INC	777 S. FLAGLER DRIVE	WEST PALM BEACH FL

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-05/11/99-01008-019
****197.50 ****197.50

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: William A. Shewalter 4-27-99 (561) 833-3777
By: William A. Shewalter, Vice President