
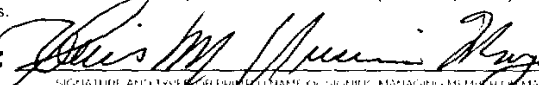


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		SECRETARY OF STATE DIVISION OF CORPORATIONS  99 MAR -3 AM 9:04									
<b>FILING FEE</b> \$ 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  <b>DOCUMENT # L98000000400</b>  THE SUTTON GROUP SOUTH, L.L.C. P.O. BOX 8006 LONGBOAT KEY FL 34228		1a. Principal Place of Business Address  553 SUTTON PLACE LONGBOAT KEY FL 34228											
2. Principal Place of Business  Suite, Apt. #, etc.  City & State  Zip		2a. Mailing Address  Suite, Apt. #, etc.  City & State  Zip		3. Date Organized or Qualified 03/30/1998  4. FEI Number 65-082 6822  5. Date of Last Report NA									
3a. State of Formation FL  <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable		6. Certificate of Status Desired <input checked="" type="checkbox"/> \$6.75 Additional Fee Required											
7. Name and Address of Current Registered Agent  CORPORATION SERVICE , COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301			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										
CORPORATION SERVICE , COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301			800002796778 -03/05/99--01118--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 _____ <small>(Registered Agent Accepting Appointment) (FEE) Registered Agent signature not required when appointing</small>													
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 10%;">10. Title</th> <th style="width: 30%;">Managing Members/Managers</th> <th style="width: 30%;">Business Street Address</th> <th style="width: 30%;">City, State and Zip Code</th> </tr> <tr> <td style="vertical-align: top;">MGR</td> <td style="vertical-align: top;">URSINI, LOUIS M</td> <td style="vertical-align: top;">553 SUTTON PLACE</td> <td style="vertical-align: top;">LONGBOAT KEY FL</td> </tr> </table>						10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code	MGR	URSINI, LOUIS M	553 SUTTON PLACE	LONGBOAT KEY FL
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code										
MGR	URSINI, LOUIS M	553 SUTTON PLACE	LONGBOAT KEY FL										
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:  2/22/99 94-383-0554 <small>SIGNATURE APPEARS ON FRONT OF STATE OF FLORIDA MANUFACTURING LIMITED LIABILITY COMPANY</small>													