

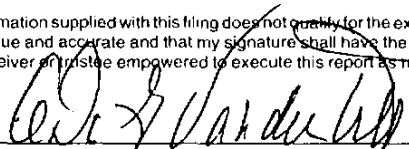


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED APR 29 PM 5:00 SECRETARY OF STATE 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		DOCUMENT # L9800000929		1a. Principal Place of Business Address	
12M LLC 12010 S.E. DIXIE HIGHWAY HOBE SOUND FL 33455				12010 S.E. DIXIE HIGHWAY HOBE SOUND FL 33455	
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		07/01/1998	
City & State		City & State		3a. State of Formation	
Zip		Zip		FL	
Country		Country		4. FEI Number	
				65-0846834	
				<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				5. Date of Last Report	
				6. Certificate of Status Desired	
				SB 75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent			8. Name and Address of New Registered Agent/Office		
VALDES-FAULI CORPORATE SERVICES, INC. 777 SOUTH FLAGLER DRIVE, SUITE 500 EAST TOWER WEST PALM BEACH FL 33401			Name		
			Street Address (P.O. Box Number is Not Acceptable)		
			Suite, Apt. #, etc.		
			City		
			FL		
			Zip Code		
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) (NOTE: Registered Agent signature required when re-electing)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	VANDERBILT, OLIVER D	111 GOMEZ ROAD		HOBE SOUND FL	
				900002865799--8 -05/06/99--01097--005 ****188.75 ****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:  4/29/99 561-545-0070 <small>SIGNATURE AND TYPE (OR PRINTED NAME) OF SIGNING MANAGER, MEMBER OR MANAGER</small>					