


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		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS  99 MAY 20 PM 3:51	
<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 <b>NORTH WORTH, LLC C/O THE GOODMAN COMPANY 777 SOUTH FLAGLER DRIVE WEST PALM BEACH FL 33401</b>		<b>DOCUMENT # L98000001303</b>		1a. Principal Place of Business Address <b>C/O THE GOODMAN COMPANY 777 SOUTH FLAGLER DRIVE WEST PALM BEACH FL 33401</b>	
2. Principal Place of Business  Suite, Apt #, etc. <b>Suite 1101E</b>  City & State  Zip  Country		2a. Mailing Address  Suite, Apt #, etc. <b>Suite 1101E</b>  City & State  Zip  Country		3. Date Organized or Qualified <b>08/03/1998</b>  3a. State of Formation <b>FL</b>  4. FEI Number <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable  5. Date of Last Report  6. Certificate of Status Desired <b>\$8.75 Additional Fee Required</b> <input checked="" type="checkbox"/>	
7. Name and Address of Current Registered Agent <b>GOODMAN, MURRAY H C/O THE GOODMAN COMPANY 777 SOUTH FLAGLER DRIVE WEST PALM BEACH FL 33401</b>		8. Name and Address of New Registered Agent/Office <b>WILLIAM A. SHEWALTER</b> Street Address (P.O. Box Number is Not Acceptable) <b>777 S. FLAGLER DR., SUITE 1101E</b> Suite, Apt #, etc.  City <b>WEST PALM BEACH FL</b> Zip Code <b>33401</b>			
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 <i>William A. Shewalter</i> DATE <b>4-27-99</b> <small>(Registering Agent Accepting Appointment) (NOTE: Registering Agent Signature is required when reappointing)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	GOODMAN, MURRAY H	777 SOUTH FLAGLER DRIVE		WEST PALM BEACH FL	
MGR	GOODMAN PROPERTIES, INC	777 SOUTH FLAGLER DRIVE		WEST PALM BEACH, 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 <b>GOODMAN PROPERTIES, INC., MANAGER</b>  SIGNATURE: <i>William A. Shewalter</i> <b>4-27-99</b> (561) 833-3777 <small>SIGNATURE AND OFFICE OR PUBLIC HOME OF SHAREHOLDERS AND MEMBERS FOR MAILING</small>					