


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

<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1999</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS	
<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>			
<b>1. Name and Mailing Address of Limited Liability Company</b> <b>DOCUMENT # L98000001434</b>  SPRING & ASSOCIATES, LLC 6619 VIA REGINA BOCA RATON FL 33433		<b>1a. Principal Place of Business Address</b>  6619 VIA REGINA BOCA RATON FL 33433	
<b>2. Principal Place of Business</b> 1450 NE 4th Ave Suite, Apt. #, etc.  City & State Boca Raton, FL Zip 33432    Country USA	<b>2a. Mailing Address</b> 145 NE 4th Ave Suite, Apt. #, etc.  City & State Boca Raton, FL Zip 33432    Country USA	<b>3. Date Organized or Qualified</b> 08/13/1998	<b>3a. State of Formation</b> FL
		<b>4. FEI Number</b> 65-3891437	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
		<b>5. Date of Last Report</b> 8-98	<b>6. Certificate of Status Desired</b> <input type="checkbox"/> \$8.75 Additional Fee Required
<b>7. Name and Address of Current Registered Agent</b>  SPRING, APRIL 6619 VIA REGINA BOCA RATON FL 33433		<b>8. Name and Address of New Registered Agent/Office</b> Name April Spring Street Address (P.O. Box Number is Not Acceptable) 1450 NE 4th Avenue Suite, Apt. #, etc.  City Boca Raton <b>FL</b> Zip Code 33432	
<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. Thereby accept the appointment as registered agent, and accept the obligations.</b>			
SIGNATURE <i>April Spring</i> <small>(Registered Agent Changing Appointment) (The FEI Registered Agent signature required when changing agent)</small>		DATE <i>5/1/99</i>	
<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>	<b>City, State and Zip Code</b>
MGR	SPRING, APRIL	6619 VIA REGINA	BOCA RATON FL
			8000002871228--1 -05/11/99--01051--008 ****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)(j), 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:** *April Spring President 5/1/99 50362445*