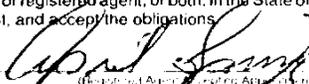


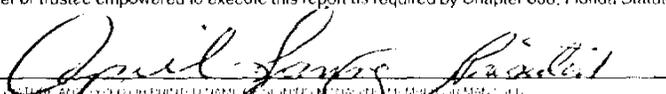
File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
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 # L98000001434 SPRING & ASSOCIATES, LLC 6619 VIA REGINA BOCA RATON FL 33433		1a. Principal Place of Business Address 6619 VIA REGINA BOCA RATON FL 33433	
2. Principal Place of Business 1450 NE 4th Ave Suite, Apt. #, etc.	2a. Mailing Address 145 NE 4th Ave Suite, Apt. #, etc.	3. Date Organized or Qualified 08/13/1998	3a. State of Formation FL
City & State Boca Raton, FL	City & State Boca Raton, FL	4. FEI Number 65-3891437	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip 33432	Country USA	5. Date of Last Report 8-98	6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
7. Name and Address of Current Registered Agent SPRING, APRIL 6619 VIA REGINA BOCA RATON FL 33433		8. Name and Address of New Registered Agent/Office Name April Spring Street Address (P.O. Box Number is Not Acceptable) 1450 NE 4th Avenue Suite, Apt. #, etc. City Boca Raton FL Zip Code 33432	
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.			
SIGNATURE 		DATE 5/1/99	
10. Title MGR	Managing Members/Managers SPRING, APRIL	Business Street Address 6619 VIA REGINA	City, State and Zip Code BOCA RATON FL

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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:  5/1/99 5413624345