
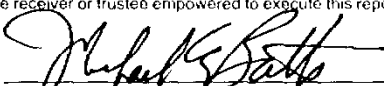


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		<b>FILED</b> WR 9/21 99 MAY 14 PM 1:12 FLORIDA DEPARTMENT OF STATE TALLAHASSEE FLORIDA	
<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>HILLCREST FINANCIAL SERVICES, L.L.C.</b> <b>110 E. HILLCREST STREET</b> <b>ORLANDO FL 32801-1210</b>		<b>DOCUMENT # L98000001459</b>			
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified <b>08/17/1998</b> 4. FEI Number <b>59-3373047</b> 5. Date of Last Report	
				3a. State of Formation <b>FL</b> <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent <b>GRAHAM &amp; COTTRILL, P.A.</b> <b>110 E. HILLCREST STREET</b> <b>ORLANDO FL 32801</b>			8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) <b>100002885741</b> Suite, Apt. #, etc. <b>-05/25/99 -01063-009</b> <b>****188.75 ****188.75</b> City <b>FL</b> 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. Thereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____			DATE _____		
10. Title      Managing Members/Managers      Business Street Address      City, State and Zip Code					
MGRM	GRAHAM, DAVID W	110 E. HILLCREST STREET	ORLANDO FL		
MGRM	COTTRILL, CHRISTOPHER	110 E. HILLCREST STREET	ORLANDO FL		
MGRM	JACKSON, HARRY C JR.	110 E. HILLCREST STREET	ORLANDO FL		
MGRM	BATTS, MICHAEL E	110 E. HILLCREST STREET	ORLANDO FL		
MGRM	HOSTETTER, H. BLAKE	110 E. HILLCREST STREET	ORLANDO FL		
MGRM	DURANCEAU, BONNIE B	110 E. HILLCREST STREET	ORLANDO 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: _____		 <b>Michael E Batts</b>		<b>4-27-99 407-843-1689</b>	