

**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
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FILED  
 99 APR 12 PM 3: 51  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

<b>FILING FEE</b> \$ 188.75	<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> Make Check Payable To: <b>FLORIDA DEPARTMENT OF STATE</b>
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<b>1 Name and Mailing Address of Limited Liability Company</b> <b>DOCUMENT # L98000001546</b>  PENNSYLVANIA PLACE, L.C. 3100 CLAY AVENUE, SUITE 275 ORLANDO FL 32804	
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<b>1a. Principal Place of Business Address</b>  3100 CLAY AVENUE, SUITE 275 ORLANDO FL 32804
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<b>2 Principal Place of Business</b>		<b>2a. Mailing Address</b>	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country

<b>3. Date Organized or Qualified</b> 08/21/1998	<b>3a. State of Formation</b> FL
<b>4. FEI Number</b> 59-3528516	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
<b>5. Date of Last Report</b>	<b>6. Certificate of Status Desired</b> \$8.75 Additional Fee Required <input type="checkbox"/>

<b>7. Name and Address of Current Registered Agent</b>  F&L CORP., THE GREENLEAF BUILDING 200 LAURA STREET, THIRD FLOOR JACKSONVILLE FL 32201
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<b>8. Name and Address of New Registered Agent/Office</b> Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code <b>FL</b>
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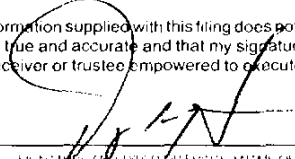
**9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.**

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	SMART FINANCE, INC.	<del>3100 CLAY AVENUE, SUITE 275</del> 3100 CLAY AVENUE, SUITE 275	ORLANDO FL

*lc*  
*4-15-99*

**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:**  **Dwayne R. Hamner**      4-9-99      407 896-9059