


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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR 22 PM 2:08

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 188.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company	DOCUMENT # L98000001981
SUN FUN & RETIREMENT, L.L.C. 2359 TWIN BAY VIEW FORT WALTON BEACH FL 32547	

1a. Principal Place of Business Address 2359 TWIN BAY VIEW FORT WALTON BEACH FL 32547

2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified 09/24/1998	3a. State of Formation FL
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. FEI Number 59-3538300	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
City & State	City & State	5. Date of Last Report	6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>
Zip	Country	Zip	Country

7. Name and Address of Current Registered Agent FLEET, H. BART 1201 EGLIN PARKWAY SHALIMAR FL 32579	8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code
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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 _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent Signature required when effecting change)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	BLUMBERG, GAYLE	2359 TWIN BAY VIEW	FORT WALTON BEACH FL
MEM	BLUMBERG, THEODORE MK	2960 OUTLOOK COURT	BEAVERCREEK OH
MEM	WILSON, CHRISTOPHER J	6258 VISTA RIDGE	MADERIA OH
MEM	WILSON, BETSY	6258 VISTA RIDGE	MADERIA OH
MEM	BLUMBERG, LAWRENCE B	2359 TWIN BAY VIEW	FORT WALTON BEACH FL
MEM	JONES, JOHN G	917 PRINCETON ROAD	TERRACE PARK OH
MEM	JONES, STEPHANIE	917 PRINCETON ROAD	TERRACE PARK OH

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****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)(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:  Gayle J. Blumberg 4/2/99 850-863-487