
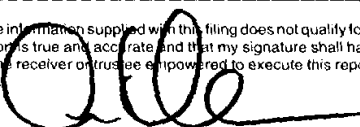


✓ File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED 60 MAY 26 PM 5:00 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
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 # L98000002177		1a. Principal Place of Business Address	
A/M FOOTWEAR SAWGRASS, L.L.C. THE OASIS AT SAWGRASS MILLS 12801 W. SUNRISE BLVD., UNIT 1427 SUNRISE FL 33323				THE OASIS AT SAWGRASS MILLS 12801 W. SUNRISE BLVD., UNIT SUNRISE FL 33323	
2. Principal Place of Business 2610 Sawgrass Mills Circle Suite, Apt. #, etc. #1427 City & State Sunrise, Florida Zip 33323 Country USA		2a. Mailing Address c/o Chris Bloom 70 West Madison Suite, Apt. #, etc. #3200 City & State Chicago, Illinois Zip 60602 Country USA		3. Date Organized or Qualified 10/08/1998 3a. State of Formation FL 4. FEE Number 36-4252327 5. Date of Last Report 6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) 400002892544 Suite, Apt. #, etc. -06/02/99--01046--025 ****188.75 ****188.75 City FL 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. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____ DATE _____ (Registered Agent Accepting Appointment) (FEE: Registered Agent signature to press when recording)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	KLEIN, ARNOLD I	845 MICHIGAN AVE., SUITE 9		CHICAGO IL	
MGR	SANCHEZ, ANTONIO	2424 S.E. BRISTOL STREET,		NEWPORT BEACH CA	
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: 		Arnold Klein, Manager 5/25/99 312/337-3777			
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGER, MEMBER OR MANAGER		Date		Filing Page #	

BELL, BOYD & LLOYD

PAULA H. JACKSON
312.558.7386
pjackson@bellboyd.com

THREE FIRST NATIONAL PLAZA
70 WEST MADISON STREET, SUITE 3300
CHICAGO, ILLINOIS 60602-4207
312.372.1121 FAX 312.372.2098

OFFICES IN CHICAGO
AND WASHINGTON, D.C.

May 25, 1999

BY UPS NEXT DAY AIR

Ms. Gretchen Harvey
Florida Department of State
Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

A/M Footwear Sawgrass, L.L.C.
Document # L98000002177

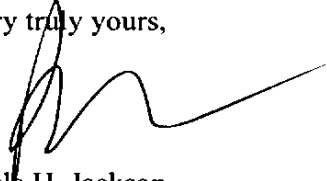
Dear Ms. Harvey:

Pursuant to our telephone discussion, enclosed for filing, please find the 1999 Limited Liability Company Annual Report signed on behalf of the above-referenced entity, including a check in the amount of \$188.75, in payment of the assessed filing fee. As discussed the Annual Report was received after the May 1st deadline.

Please acknowledge your receipt of the enclosed Annual Report by date and time stamping the attached copy of this letter and returning it to our office in the envelope provided.

Should you have any questions please contact me at your earliest opportunity. Thank you for your assistance in this matter.

Very truly yours,


Paula H. Jackson
Legal Assistant

:phj

Enclosure

Copy to Cornelius J. Tanis, Esq.