
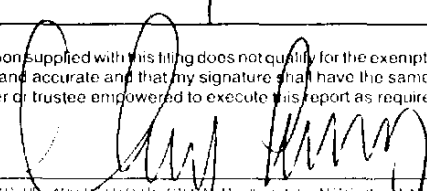


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 99 APR 15 AM 10:45	
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 # L98000002314		1a. Principal Place of Business Address	
LEAP CLEARWATER, L.C. 3805 WEST SAN NICHOLAS TAMPA FL 33629				3805 WEST SAN NICHOLAS TAMPA FL 33629	
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		10/16/1998	
City & State		City & State		4. FEI Number	
Zip		Zip		SA-35A0853	
Country		Country		5. Date of Last Report	
				6. Certificate of Status Desired	
				FL <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent/Office			
BAILIN, LAWRENCE J 401 EAST JACKSON STREET, SUITE 2200 TAMPA FL 33602		Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code 33602			
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	
MGRM	CLEARJOY HOLDINGS, INC	1200 SHEPPARD AVENUE, EAST		WILLOWDALE, ONTARIO	
MGRM	FOURSOME PROPERTIES, I	P.O. BOX 18445		TAMPA F	
MGRM	PALS PROPERTIES, L.P.	ONE OXFORD CENTRE, 34TH FL		PITTSBURGH PA	
				5000002848055 -04/22/99--01102--003 ****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:  APR 12 1999 (813) 251-9305					