

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
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FILED
 APR 22 1999
 10:17 AM
 TALLAHASSEE, FL

FILING FEE	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee \$ 188.75
Make Check Payable To: FLORIDA DEPARTMENT OF STATE	

1. Name and Mailing Address of Limited Liability Company USA PARKING SYSTEMS, LLC 1330 S.E. 4TH AVENUE, SUITE D FORT LAUDERDALE FL 33316	DOCUMENT # L98000002358
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1a. Principal Place of Business Address 1330 S.E. 4TH AVENUE, SUITE FORT LAUDERDALE FL 33316

2. Principal Place of Business State, Apt. #, etc. City & State Zip Country	2a. Mailing Address State, Apt. #, etc. City & State Zip Country
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3. Date Organized or Qualified 10/21/1998 4. FEI Number	3a. State of Formation FL <input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent BODENHAMER, WILLIAM H JR. 1330 S.E. 4TH AVENUE, SUITE D FORT LAUDERDALE FL 33316

8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) State, Apt. #, etc. City Zip Code FL

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 a formal 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
MGR	BODENHAMER, WILLIAM H	1330 S.E. 4TH AVENUE, SUIT	FORT LAUDERDALE FL

3/10/99 (434) 524-6500
 -04/16/99-01077-006
 ****197.50 ****197.50

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(c), Florida Statutes. Further certify that the information included 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: *William H Bodenhamer* 3/10/99 (434) 524-6500