
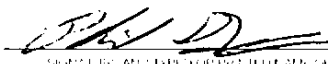


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
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 # L98000002373 T3 SYSTEMS, L.L.C. C/O PHILLIP DELANGE 505 BEACHLAND BLVD., SUITE X VERO BEACH FL 32963		1a. Principal Place of Business Address C/O PHILLIP DELANGE 505 BEACHLAND BLVD., SUITE 1 VERO BEACH FL 32963	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip	2a. Mailing Address Suite, Apt. #, etc. City & State Zip	3. Date Organized or Qualified 10/19/1998 4. F.E.T. Number 65-0811351	3a. State of Formation FL <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 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 DELANGE, PHILLIP 505 BEACHLAND BLVD., SUITE 1 VERO BEACH FL 32963		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	
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 MGR	Managing Members/Managers DELANGE, PHILLIP	Business Street Address 505 BEACHLAND BLVD., SUITE VERO BEACH FL	City, State and Zip Code VERO BEACH FL 32963
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:  PHIL DELANGE, PRES 4/22/99 511-231-0984			