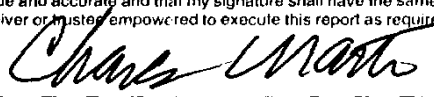


2nd and File on or before Sept. 29, 1999 or Limited Liability Company
FINAL NOTICE: will be dissolved.

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 JUL 26 PM 2:17	
FILING FEE \$ 588.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee + \$400.00 Late Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company EMERALD PROPERTIES ASSET MANAGEMENT OF SOUTH THWEST FLORIDA L.L.C. 8979 TAMiami TRAIL NORTH NAPLES FL 34108		DOCUMENT # L98000002491		1a. Principal Place of Business Address 8979 TAMiami TRAIL NORTH NAPLES FL 34108	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 10/28/1998 3a. State of Formation FL 4. FEI Number <input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 5. Date of Last Report 6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
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) Suite, 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 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 reinstating)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	MARTIN, GUBANNE	8979 TAMiami TRAIL NORTH		NAPLES FL	
MGRM	MARTIN, CHARLES L.	3227 Upper River Road		Louisville, KY. 40207	
700002946737-3 -08/02/99--01006--006 ***\$588.75 ***\$588.75					
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.					
X SIGNATURE:  , MANAGING AGENT 7-19-99 941 590 9880					