

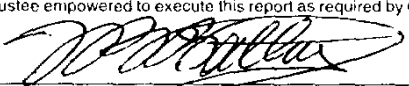


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		FILED APR 21 PM 5:00 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<b>FILING FEE</b> \$ 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  <b>SOUTHEAST 46, L.L.C.</b> <b>213 SHADY OAK CIRCLE</b> <b>LAKE MARY FL 32746-3685</b>		<b>DOCUMENT #</b> L98000002821		1a. Principal Place of Business Address  <b>213 SHADY OAK CIRCLE</b> <b>LAKE MARY FL 32746</b>	
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 <b>11/23/1998</b>  4. FEI Number <b>59-3544846</b>  5. Date of Last Report	
				3a. State of Formation <b>FL</b>  <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable  6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent  <b>BALL, T B III</b> <b>213 SHADY OAK CIRCLE</b> <b>LAKE MARY FL 32746</b>			8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City <div style="text-align: right;"> <b>600002857086--2</b>  <b>-04/23/99--01103--012</b>  <b>****188.75</b>  <b>FL</b> </div>		
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)      (Former Registered Agent signature required when reconstituted)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	BALL, T B III	213 SHADY OAK CIRCLE		LAKE MARY FL	
<div style="text-align: right; font-size: 2em;">  </div>					
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					
<b>SIGNATURE:</b>					
		03-23-99      407/322-5878			