

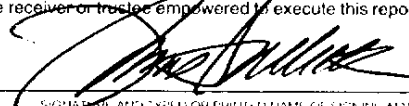


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED 99 FEB 22 AM 8:58 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
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 # L98000002876		1a. Principal Place of Business Address	
TOTAL WORX L.C. --7326 WOODKNOT COURT ORLANDO-FL-32835-2705				7326 WOODKNOT COURT ORLANDO-FL-32835	
2. Principal Place of Business 4525 Vineland Road Suite, Apt. #, etc. Suite 209 City & State Orlando, FL Zip 32811		2a. Mailing Address 4525 Vineland Road Suite, Apt. #, etc. Suite 209 City & State Orlando, FL Zip 32811		3. Date Organized or Qualified 11/23/1998 3a. State of Formation FL 4. FEE Number 59-3543548 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 5. Date of Last Report NA 6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent/Office			
LEGALMARK-CORPORATION--N 4262-NORTHLAKE-BLVD--SUITE-1231 PALM BEACH-GARDENS-FL-33410		Name Taylor & Zeigenbein, P. A. Street Address (P.O. Box Number is Not Acceptable) 3535 Lawton Road Suite, Apt. #, etc. Suite 115 City Orlando 0000002789350--2 -02/26/99--01111--021 ****188.75 ****188.75 FL 32803			
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 2/17/99			
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	FALLETTA, THOMAS	7326 WOODKNOT COURT		ORLANDO FL	
MGRM	FRY, MARY C	4941 WOODWAY WINWOOD		ORLANDO FL	
MGRM	HULS, NORMAN J	800 GRAN PASEO DRIVE		ORLANDO FL	
MGRM	LEGENDRE, MICHAEL	253 ALSTON DRIVE		ORLANDO FL	
MGRM	HURREY, PETER L	1987 EXCALIBUR DRIVE		ORLANDO FL	
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. 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: 		Thomas Falletta		February 17, 1999	