
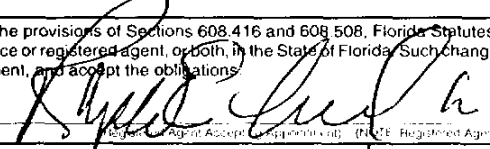


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE \$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>	
1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT # L98000003238</b>  CYPRESS SPRINGS VILLAGE S, LLC 11 CHURCH STREET, SUITE 200 TORONTO ONTARIO CANADA M5E -1W1		1a. Principal Place of Business Address  11 CHURCH STREET, SUITE 200 TORONTO ONTARIO CANADA M5	
2. Principal Place of Business 11 Church Street Suite, Apt. #, etc. Suite 200 City & State Toronto, Ontario Zip M5E 1W1	2a. Mailing Address 11 Church Street Suite, Apt. #, etc. Suite 200 City & State Toronto, Ontario Zip M5E 1W1	3. Date Organized or Qualified 12/15/1998	3a. State of Formation FL
Country CANADA		4. FEI Number 98-0199035	<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Country CANADA		5. Date of Last Report N/A	6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
7. Name and Address of Current Registered Agent  A.G.C. CO., 200 SOUTH ORANGE AVE., SUITE 2300 ORLANDO FL 32801		8. Name and Address of New Registered Agent/Office Name RALPH SMITH, SR. Street Address (P.O. Box Number is Not Acceptable) 14237 LAKE UNDERHILL ROAD Suite, Apt. #, etc. City ORLANDO Zip Code FL 32828	
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 3/26/99	
10. Title MGRM	Managing Members/Managers CYPRESS SPRINGS VILL,	Business Street Address 11 CHURCH STREET, SUITE 200	City, State and Zip Code TORONTO ONTARIO CANA
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: RUSSELL JACOBSON		FEB. 22, 1999 (416) 861-5753	