


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

<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1999</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		<b>FILED</b> 99 MAR 16 AM 9:36 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<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 # L98000003290</b> <b>SECURITY TRUST INCOME FUND, L.L.C.</b> <del>1605 MAIN STREET, SUITE 1004</del> <del>SARASOTA FL 34236</del>				1a. Principal Place of Business Address <b>1605 MAIN STREET, SUITE 1004</b> <b>SARASOTA FL 34236</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>12/21/1998</b> 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 <b>MAYO, TODD L</b> <del>1605 MAIN STREET, SUITE 1004</del> <del>SARASOTA FL 34236</del>			8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) <b>10611 Fruitville Rd</b> Suite, Apt. #, etc. City <b>Sarasota</b> <b>FL</b> Zip Code <b>34240</b>		
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 _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when appointing)</small>				DATE <b>3-7-99</b>	
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	MAYO, TODD L	1605 MAIN STREET, SUITE 10		SARASOTA FL	
MGRM	PACIFIC CAPITAL CORP,	1605 MAIN STREET, SUITE 10		SARASOTA FL	
		10611 Fruitville Road		Sarasota 34240	
		10611 Fruitville Road		Sarasota 34240	
				3000002817543-5 03/24/99-01094-018 ***188.75 ***188.75 3-22-99	
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> _____ <b>3-7-99</b> <b>941-5472-9088</b>					