

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

LIMITED LIABILITY COMPANY		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
ANNUAL REPORT 1999			
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 # L98000003417	
H/P INVESTMENT PROPERTIES, LLC 853 WOODLAND AVENUE WEST PALM BEACH FL 33415		1a. Principal Place of Business Address 853 WOODLAND AVENUE WEST PALM BEACH FL 33415	
2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.	Suite, Apt. #, etc.	12/29/1998	FL
City & State	City & State	4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	45-0894377	5. Date of Last Report
			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	
SUTER, JEFFREY J ESQ. 400 AUSTRALIAN AVENUE SOUTH, SUITE 5 WEST PALM BEACH FL 33401		Name Stephen F. Phillips Street Address (P.O. Box Number is Not Acceptable) 853 Woodland Avenue Suite, Apt. #, etc. City West Palm Beach FL Zip Code 33415	
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 <i>Stephen F. Phillips</i>		DATE 04-09-99	
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	PHILLIPS, STEPHEN F	853 WOODLAND AVENUE	WEST PALM BEACH FL
MGRM	PHILLIPS, JUDITH C	853 WOODLAND AVENUE	WEST PALM BEACH FL
MGRM	HELLER, RAY M	853 WOODLAND AVENUE	WEST PALM BEACH FL
			200002874342-3 -05/13/99--01077--017 ****188.75 ****188.75 AL APR 12 1999
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.			
SIGNATURE: <i>[Signature]</i>			