
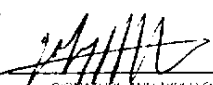


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		99 JUN -4 AM 9:16 SLC... STATE TALLAH... 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 # L9900000023 PHOENICIA FOOD NETWORK, L.L.C. 7925 MERRILL ROAD, #1802 JACKSONVILLE FL 32277		1a. Principal Place of Business Address 7925 MERRILL ROAD, #1802 JACKSONVILLE FL 32277			
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 12/28/1998 3a. State of Formation FL 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 CRAWFORD, JOHN R 225 WATER STREET, SUITE 900 JACKSONVILLE FL 32202			8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City 300002902903--7 -06/14/99--01008--004 ****188.75 ****188.75 FL Zip Code		
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 _____ <small>(Registered Agent Accepting Appointment. (NOTE: Registered Agent signature is required when registering.)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MEM	CRAWFORD, JOHN R	225 WATER STREET, SUITE 90		JACKSONVILLE FL	
MEM	PALMER, SHARON L	225 WATER STREET, SUITE 90		JACKSONVILLE FL	
MGR	EL BAHRI, GABY	7925 MERRILL ROAD, #1802		JACKSONVILLE FL	
MGR	AKIKI, ELIAS K	6104 LONG CHAMP DRIVE		JACKSONVILLE FL	
MGR	BOUMECHREK, YOUSSEF	5791 UNIVERSITY CLUB BLVD.		JACKSONVILLE FL	
AL JUN - 7 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:  Gaby ELBAHRI.		05/19/1999 (904) 745-6513			