

File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998				SECRETARY OF STATE DIVISION OF CORPORATIONS	
<b>FILING FEE</b> Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee <b>\$ 188.75</b> Make Check Payable To: FLORIDA DEPARTMENT OF STATE				FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 APR 20 PM 3: 09	
1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT # M94000000098</b> GROWTH PROPERTIES LLC doing business in Florida as GROWTH PROPERTIES OF KENTUCKY, L.C. 304 WHITTINGTON PARKWAY, SUITE 107 LOUISVILLE KY 40222				1a. Principal Place of Business Address  304 WHITTINGTON PARKWAY, SUI LOUISVILLE KY 40222	
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		09/16/1994	
City & State		City & State		KY	
Zip		Country		4. FEI Number	
				61-1266326	
				5. Date of Last Report	
				01/27/1997	
7. Name and Address of Current Registered Agent				8. Name and Address of New Registered Agent/Office	
HERMAN, PAMELA S ESQ. 101 EAST KENNEDY BOULEVARD SUITE 3700 TAMPA FL 33601				Name Corporation Service Company Street Address (P.O. Box Number is Not Acceptable) 1201 Hays Street Suite, Apt. #, etc. City Tallahassee Zip Code FL 32301	
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>Karen B. Rozar</i> (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)				Karen B. Rozar, As Its Agent DATE 4-20-98	
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	HENDERMAN, DAVID W	304 WHITTINGTON PARKWAY		LOUISVILLE KY	
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>K. Henderman</i>				4/8/98 522425-4802	