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FILE NOW: Fee after May 1, will be \$588.75

APPROVED
AND
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1997 JUL 21 AM 10:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 203.75	Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company	DOCUMENT # M95000000224
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ATHENA INTERNATIONAL, L.L.C., L.C.
ONE SHELL SQUARE
701 POYDRAS, STE. 675
NEW ORLEANS LA 70139

1a. Principal Place of Business Address
ONE SHELL SQUARE
701 POYDRAS, STE. 675
NEW ORLEANS LA 70139

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		07/26/1995	LA
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Country		72-1280590	
				5. Date of Last Report	6. Certificate of Status Desired
				07/22/1996	\$8.75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent	8. Name and Address of New Registered Agent
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City 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 _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	WILSON, THOMAS W	701 POYDRAS STREET	NEW ORLEANS LA
MGRM	MULLER, P. SCOTT	701 POYDRAS STREET	NEW ORLEANS LA
MGRM	LANDERS, MICHAEL T	701 POYDRAS STREET	NEW ORLEANS LA
MGRM	COOPER, WILLIAM F III	701 POYDRAS STREET	NEW ORLEANS LA

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7/21/97

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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

Date

Daytime Phone #