
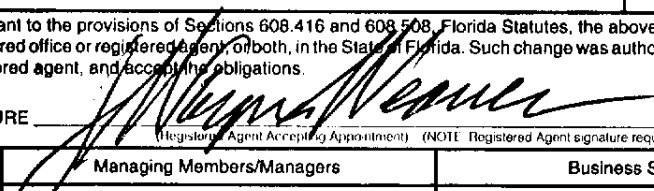


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
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 # M95000000243	
LC FOOTWEAR, L.L.C., LIMITED COMPANY % WILLIAM PRESCOTT 6622 SOUTHPOINT DR. SO., STE. 200 JACKSONVILLE FL 32216		1a. Principal Place of Business Address % WILLIAM PRESCOTT 6622 SOUTHPOINT DR. SO., STE JACKSONVILLE FL 32216	
2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.	Suite, Apt. #, etc.	08/16/1995	DE
City & State	City & State	4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	59-3318322	
		5. Date of Last Report	6. Certificate of Status Desired
		03/06/1997	\$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	
F & L CORP., 200 LAURA STREET JACKSONVILLE FL 32202		Name LC Footwear, Inc. Street Address (P.O. Box Number is Not Acceptable) 6622 Southpoint Drive South Suite, Apt. #, etc. Suite 200 City Jacksonville FL Zip Code 32216	
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 3/20/98	
(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	LC FOOTWEAR, INC.	%PAUL C. VANCE, ONE STADIUM J Wayne Weaver, 6622 Southpoint Drive South Suite 200	JACKSONVILLE FL Jacksonville, Fl 32216 200002473482--2 -03/31/98--01047--011 ****188.75 ****188.75 dca

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:

KIMBERLY A. DODSON DIR. OF FINANCE

3/20/98 904-286085

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

Date

Daytime Phone #