


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

APPROVED
AND
FILED

97 APR 15 AM 10:00

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 # M95000000274**

PRIME-MUBEN II, LLC
~~2637 MCCORMICK DR.~~
~~CLEARWATER FL 34619-1041~~

1a. Principal Place of Business Address
~~2637 MCCORMICK DR.~~
~~CLEARWATER FL 34619~~

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


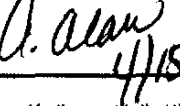
2 Principal Place of Business 2 Pond's Edge Drive Suite, Apt. #, etc.	2a. Mailing Address P.O. Box 999 Suite, Apt. #, etc.
City & State Chadds Ford, PA Zip Country 19317 USA	City & State Chadds Ford, PA Zip Country 19317 USA

3. Date Organized or Qualified 09/25/1995	3a. State of Formation GA
4. FEI Number 23-2812091	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report 05/01/1996	6. Certificate of Status Desired <input checked="" type="checkbox"/> SB 75 Additional Fee Required

7. Name and Address of Current Registered Agent CANNON, JOSEPH W 2637 MCCORMICK DR. CLEARWATER FL 34619	8. Name and Address of New Registered Agent Name CT Corporation System Street Address (P.O. Box Number is Not Acceptable) 1200 South Pine Island Road Suite, Apt. #, etc. City Plantation Zip Code FL 33324
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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  **DOMENIC A. BORRIELLO** DATE **APR 14 1997**
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating) Assistant Vice President

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	FAIRVIEW CORPORATION,	BTS. 1 & 202, CHADDS FORD 2 Pond's Edge Drive	CHADDS FORD PA 19317
MGRM	PARKEMORE CORPORATIO,	BTS. 1 & 202, CHADDS FORD 2 Pond's Edge Drive	CHADDS FORD PA 19317
		300002143913--5 -04/15/97--01071--017 ****203.75 ****203.75	
		300002143913--5 -04/15/97--01071--021 ****166.25 *****8.75	
		 4/15/97  4/15/97	

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (l), 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:  **Bruce E. Moore** Date **4-10-97** Daytime Phone # **1610-388-9600**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER