


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

<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1998</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	<b>FILED</b> <b>SECRETARY OF STATE</b> <b>DIVISION OF CORPORATIONS</b>  <b>98 MAY -1 AM 9:12</b>	
<b>FILING FEE \$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>		
<b>1. Name and Mailing Address of Limited Liability Company</b>  <b>DOCUMENT # M95000000297</b>  <b>PENSACOLA PRO-HOST VENTURE, LLC</b> <del>2101 SARDIS ROAD N</del> <del>SUITE 203</del> <del>CHARLOTTE NC 28227</del>		<b>1a. Principal Place of Business Address</b>  <b>605 GREGORY ST.</b> <b>PENSACOLA FL 32501</b>		
<b>2. Principal Place of Business</b>  Suite, Apt. #, etc.  City & State  Zip      Country		<b>2a. Mailing Address</b>  <b>2318 Crown Centre Dr</b> Suite, Apt. #, etc. <b>Suite 100</b> City & State <b>Charlotte, N.C.</b> Zip      Country <b>28227      USA</b>		<b>3. Date Organized or Qualified</b> <b>10/10/1995</b>  <b>4. FEI Number</b> <b>56-1925565</b>  <b>5. Date of Last Report</b> <b>05/05/1997</b>
		<b>3a. State of Formation</b> <b>NC</b>  <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable		<b>6. Certificate of Status Desired</b> <input type="checkbox"/> \$8.75 Additional Fee Required
<b>7. Name and Address of Current Registered Agent</b>  <b>COLBERT, RICHARD M ESQ.</b> <b>C/O CLARK, PARTINTON, ET AL</b> <b>125 WEST ROMANA STREET, SUITE 800</b> <b>PENSACOLA FL 32591</b>		<b>8. Name and Address of New Registered Agent/Office</b>  Name  Street Address (P.O. Box Number is Not Acceptable) <b>300002514323--B</b> Suite, Apt. #, etc. <b>-05/06/98--01133--016</b> <b>****188.75      ****188.75</b> City      Zip Code <b>FL      MJB</b>		
<b>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.</b>				
<b>SIGNATURE</b> _____		<b>DATE</b> _____		
<small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>				
<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>	<b>City, State and Zip Code</b>	
<del>MGRM</del>	<del>TROUTMAN, WILLIAM B</del>	<del>4319 LINKS DRIVE</del>	<del>CHARLOTTE NC Delete</del>	
<del>MGRM</del>	<del>PHILLIPS, GARY</del>	<del>207 RIVERVIEW TERRACE</del>	<del>LAKE WYLIE SC Delete</del>	
<del>MGRM</del>	<del>BAUCOM, TIM</del>	<del>1912 CATAMARAN DR.</del>	<del>NAVARREE FL Delete</del>	
MGRM	TROUTMAN, WILLIAM H	4220 MONTIBELLO DR.	CHARLOTTE NC	
<b>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.</b>				
<b>SIGNATURE:</b> _____		<b>W.H. Troutman 4/21/98</b>		
<small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>		<small>Date      Daytime Phone #</small>		