


FEB 16 1999

File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED 99 MAY 18 AM 10:38 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
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 # M95000000334 SOUTH PALM INVESTMENTS, L.L.C. % ADLER MANAGEMENT, L.L.C. 601 SECOND AVENUE SOUTH, SUITE 4950 MINNEAPOLIS MN 55402-4328		1a. Principal Place of Business Address % ADLER MANAGEMENT, L.L.C. 601 SECOND AVENUE SOUTH, SUITE 4950 MINNEAPOLIS MN 55402			
2 Principal Place of Business Suite, Apt. #, etc. City & State Minnetonka, MN 55343-9002 Zip Country		2a. Mailing Address 10350 Bren Road West Suite, Apt. #, etc. City & State Minnetonka, MN 55343-9002 Zip Country		3. Date Organized or Qualified 11/09/1995 3a. State of Formation DE 4. FEI Number 41-1820894 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
		5. Date of Last Report 03/23/1998		6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent CORPORATION SERVICE , COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301			8. Name and Address of New Registered Agent/Office 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 _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent's signature required when not sharing)</small>			DATE _____		
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	RAUENHORST, GERALD	601 SECOND AVENUE SOUTH, S		MINNEAPOLIS MN	
MGR	AGEE, JOHN	10350 Bren Road West		Minnetonka, MN 55343-9002	
MGR	RAUENHORST, MARK	601 SECOND AVENUE SOUTH, S		MINNEAPOLIS MN	
		10350 Bren Road West		Minnetonka, MN 55343-9002	
		601 SECOND AVENUE SOUTH, S		MINNEAPOLIS MN	
		10350 Bren Road West		Minnetonka, MN 55343-9002	
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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 TYPE OF PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

(612) 656-4800

File

Examine Photo #