

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

APPROVED  
AND  
FILED

1997 JUN 16 PM 3:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortonham</b> Secretary of State DIVISION OF CORPORATIONS
--	---	---

<b>FILING FEE</b> \$ 203.75	Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>
--------------------------------	---

1 Name and Mailing Address of Limited Liability Company	<b>DOCUMENT #M96000000076</b>  WELLSPRING RESORUCES, LLC 1850 M STREET, N.W., SUITE 750 WASHINGTON DC 20036
--	---

1a. Principal Place of Business Address  1850 M STREET, N.W., SUITE 75 WASHINGTON DC 20036
---

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

2 Principal Place of Business 6707 Democracy Blvd. Suite, Apt. #, etc. Suite 800 City & State Bethesda Md. 20817 Zip Country	2a. Mailing Address  Suite, Apt. #, etc.  City & State  Zip Country	3. Date Organized or Qualified 03/12/1996	3a. State of Formation DE
		4. FEI Number 52-1963899	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
		5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> SB 75 Additional Fee Required

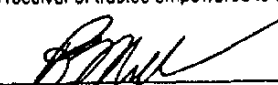
7. Name and Address of Current Registered Agent  T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	8. Name and Address of New Registered Agent  Name  Street Address (P.O. Box Number is Not Acceptable)  Suite, Apt. #, etc.  City FL Zip Code
---	---

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
MGR	SMITH, A W JR.	* 6707 Democracy Blvd., #800 601 13TH STREET, NW, SUITE Same as above	Bethesda, MD 20817 WASHINGTON DC
MGR	BARDENWERPER, WALTER W	601 13TH STREET, NW, SUITE	WASHINGTON DC
MGR	HOLMES, DANIEL	601 13TH STREET, NW, SUITE	WASHINGTON DC
		52007	000002215970 -06/18/97-01073-013 ****203.75 ****203.75
		* 6707 Democracy Blvd., #800	BETHESDA, Md. 20817

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:  6/13/97  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER  
CPE Daytime Phone