


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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 30 AM 11:58

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 188.75	Annual Report \$100.00 + \$88.75 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 # M96000000099 REGENCY EQUITIES, L.C. 444 BRICKELL AVENUE, SUITE 51-246 MIAMI FL 33131	
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1a. Principal Place of Business Address 444 BRICKELL AVENUE, SUITE 5 MIAMI FL 33131

2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country	2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country
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3. Date Organized or Qualified 03/26/1996	3a. State of Formation AZ
4. FEI Number 86-0753492	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report 06/02/1998	6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent IBC FIDUCIARY INC., 100 SE 2ND STREET, SUITE 2315-A MIAMI FL 33131

8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code FL

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) (FDLE Registered Agent signature required when appointing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	SMITH, DICKIN	444 BRICKELL AVENUE, SUITE 51-246	MIAMI FL 33131
MGR	DULLY, THOMAS	444 BRICKELL AVENUE, SUITE	MIAMI FL
MGR	QUEENFERRY, L.C.	444 BRICKELL AVENUE, SUITE	MIAMI FL
MGR	REGENCY TRUST,	444 BRICKELL AVENUE, SUITE	MIAMI FL

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: THOMAS DULLY APRIL 26, 1999 (561) 852-0782