



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

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		 FLORIDA DEPARTMENT OF STATE Sandra B. Northam Secretary of State DIVISION OF CORPORATIONS	FILED 97 MAY 19 AM 11:55 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
FILING FEE \$ 203.75		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE		
1. Name and Mailing Address of Limited Liability Company BEASLEY-REED ACQUISITION, L.L.C. 3033 RIVIERA DRIVE, STE. 200 NAPLES FL 33940		DOCUMENT #M96000000140 1a. Principal Place of Business Address 3033 RIVIERA DRIVE, STE. 200 NAPLES FL 33940		
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.				
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 04/25/1996 3a. State of Formation DE 4. FEI Number 65-0681847 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 5. Date of Last Report 6. Certificate of Status Desired <input type="checkbox"/> State Additional Fee Required
7. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) 400002189414--8 Suite, Apt. #, etc. -05/23/97--01024--002 ****203.75 ****203.75 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 _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>				
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code
MGRM	BEASLEY, GEORGE C	3033 RIVIERA DRIVE, STE. 2		NAPLES FL
MGRM	BEASLEY, CAROLINE	3033 RIVIERA DRIVE, STE. 2		NAPLES FL
MGRM	REED, GREGORY	3033 RIVIERA DRIVE, STE. 2		NAPLES 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) (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: <u>Caroline Beasley</u>		Caroline Beasley 4/16/97 (941)263-5000		
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date Daytime Phone #		