


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

23102

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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APPROVED
AND
FILED

1997 MAR -3 PM 4:00

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
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1. Name and Mailing Address of Limited Liability Company DOCUMENT # M96000000219 ASHLEY AVERY'S COLLECTABLES RETAIL LIMITED LIABILITY COMPANY 100 GLENBOROUGH, SUITE 1450 HOUSTON TX 77067
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1a. Principal Place of Business Address 100 GLENBOROUGH, SUITE 1450 HOUSTON TX 77067
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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 06/21/1996	3a. State of Formation TX
4. FET Number 76-0450258	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent CT 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) 800002103978--1 Suite, Apt. #, etc. 03/04/97 01099-006 ****203.75 ****203.75 City FL Zip Code
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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	AVERY, MARK	100 GLENBOROUGH DR., 14TH	HOUSTON TX
MGR	JONES, JOHN W	100 GLENBOROUGH DR., 14TH	HOUSTON TX
MGR	AVERY, KATHY	100 GLENBOROUGH DR., 14TH	HOUSTON TX
MGR	HILL, ROXANNA	100 GLENBOROUGH DR., 14TH	HOUSTON TX
MGR	CAMPBELL, PHILIP E	100 GLENBOROUGH DR., 14TH	HOUSTON TX

23102

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: Philip E Campbell, Treasurer SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date 2/13/97 (281) 775-5240 Daytime Phone #

OFFICERS AND DIRECTORS OF ASHLEY AVERY'S COLLECTABLES RETAIL LLC

<u>Last Name</u>	<u>First Name/M.I.</u>	<u>Office</u>	<u>Business Address</u>	<u>Home Address</u>
Avery	Mark	Co-Chairman and President	100 Glenborough Dr., 14th Floor Houston, TX 77067	14207 Torrey Forest Houston, TX 77014
Jones	John W.	Co-Chairman	100 Glenborough Dr., 14th Floor Houston, TX 77067	5215 Norborne Lane Houston, TX 77069
Avery	Kathy	Vice President of Operations	100 Glenborough Dr., 14th Floor Houston, TX 77067	14207 Torrey Forest Houston, TX 77014
Campbell	Philip E.	Secretary and Treasurer	100 Glenborough Dr., 14th Floor Houston, TX 77067	22211 Buesscher Tomball, TX 77375

pg 292