


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED 98 APR 20 AM 11:51 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 # M96000000219 ASHLEY AVERY'S COLLECTABLES RETAIL LIMITED LIABILITY COMPANY 100 GLENBOROUGH, SUITE 1450 HOUSTON TX 77067		1a. Principal Place of Business Address 100 GLENBOROUGH, SUITE 1450 HOUSTON TX 77067			
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 06/21/1996 3a. State of Formation TX 4. FEI Number 76-0450258 5. Date of Last Report 03/03/1997 6. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable <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/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. 100002497051--E City FL ****188.75			
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 _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating) DATE _____					
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	
MGR	Steven Lowrey	100 Glenborough Dr., 14th		Houston TX	

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: *Mark E. Avery*

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

4/14/98 281-725-5251

Date Daytime Phone #