

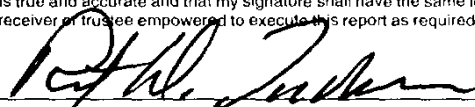


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1999</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		FILED 20 FEB 25 PM 5: 07 SECRETARY OF STATE 1000 JAMES STREET TALLAHASSEE, FLORIDA	
<b>FILING FEE \$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT # M96000000274</b>  <b>MAXIMUM BENEFITS, L.L.C.</b> <b>315 GILMER FERRY ROAD</b> <b>BALL GROUND GA 30107</b>		1a. Principal Place of Business Address  <b>315 GILMER FERRY ROAD</b> <b>BALL GROUND GA 30107</b>			
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 <b>07/22/1996</b>  4. FEI Number <b>58-2215871</b>  5. Date of Last Report <b>04/29/1998</b>	
				3a. State of Formation <b>GA</b>  <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent  <b>TUCKER, ROBERT D</b> <b>1202 BEACHCREST</b> <b>3768 HIGHWAY 30-A</b> <b>SEAGROVE BEACH FL 32459</b>			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 <b>FL</b>		
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) (If Not Registered Agent Signature Required, Delete This Line)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
<del>MGR</del>	<del>COUNCIL, MICHAEL O</del>	<del>186 HUNT DRIVE</del>		<del>CORDELE GA</del>	
MGR	BRANDS, JAMES E	4330 BANCROFT VALLEY		ALPHARETTA GA	
MGR	TUCKER, ROBERT D	1202 BEACHCREST, 3768 HIGH		SEAGROVE BEACH FL	
MGR	BARRON, JOHN F	1202 BEACHCREST, 3768 HIGH		SEAGROVE BEACH FL	
<del>MGR</del>	<del>MOON, ELIZABETH P</del>	<del>970 E. PEARL STREET</del>		<del>MONTICELLO FL</del>	
					
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: 		2/23/99 770 735 4897			