
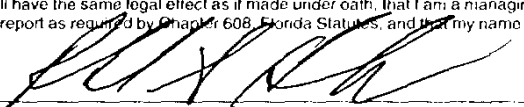


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999				M96000000318 Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
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 # M96000000318		1a. Principal Place of Business Address	
THE AQUA ASSET, L.C. 3950 RCA BLVD., SUITE 5001 PALM BEACH GARDENS FL 33410 7108 Fairway Drive, Suite 130 Palm Beach Gardens, FL 33418				3950 RCA BLVD., SUITE 5001 PALM BEACH GARDENS FL 33410 7108 Fairway Drive, Suite 130 Palm Beach Gardens, FL 33418	
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		08/26/1996	
City & State		City & State		4. FEI Number	
Zip		Zip		65-0689998	
Country		Country		3a. State of Formation	
				TX	
				5. Date of Last Report	
				04/24/1998	
				6. Certificate of Status Desired	
				\$8.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent			8. Name and Address of New Registered Agent/Office		
HEITMEYER, RICHARD 3950 RCA BLVD., SUITE 5001 PALM BEACH GARDENS FL 33410 7108 Fairway Drive, Suite 130 Palm Beach Gardens, FL 33418			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 _____ <small>(Registered Agent Accepting Appointment) (Not: Registered Agent Signature required when the statement is filed.)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	HEITMEYER, RICHARD	3950 RCA BLVD., SUITE 5001 7108 Fairway Drive, Suite 130		PALM BEACH GARDENS F 33410 04/15/99 - 01/01/01 ****188.75 ****188.75	
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: Richard A. Heitmeyer  (561) 776-1100					