


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 -2 PM 4:00 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 # M96000000320		1a. Principal Place of Business Address	
NAPLES VILLAGE ASSOCIATES, L.L.C. 2 EATON STREET, SUITE 1100 HAMPTON VA 23669				2 EATON STREET, SUITE 1100 HAMPTON VA 23669	
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		08/27/1996	
City & State		City & State		4. FEI Number	
Zip		Country		54-1853960	
				NOT APPLICABLE	
				5. Date of Last Report	
				02/10/1997	
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent/Office			
CT CORPORATION SYSTEM % CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		Name			
		Street Address (P.O. Box Number is Not Acceptable)			
		Suite, Apt. #, etc.			
		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 _____ (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	GREAT ATLANTIC MANAGEM	2 EATON STREET, SUITE 1100		HAMPTON VA	
				200002483082--8	
				-04/08/98--01101--001	
				*****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: _____		Aubrey L. Layne, Jr., President, 757-896-3400, 3/23/98			
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date		Daytime Phone #	