


2nd and **FINAL NOTICE:** File on or before Sept. 29, 1999 or Limited Liability Company will be dissolved.

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| LIMITED LIABILITY COMPANY ANNUAL REPORT 1999 |  | FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS |
|--|---|--|

FILING FEE \$ 588.75 Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee + \$400.00 Late Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1 Name and Mailing Address of Limited Liability Company **DOCUMENT # M96000000462**

SAFEMARK MANAGERS, LLC
303 PEACHTREE STREET, N.E., SUITE 4100
ATLANTA GA 30308

1a. Principal Place of Business Address
**303 PEACHTREE STREET, N.E.,
ATLANTA GA 30308**

| | | | |
|-------------------------------|---------------------|--------------------------------|--|
| 2 Principal Place of Business | 2a. Mailing Address | 3. Date Organized or Qualified | 3a. State of Formation |
| Suite, Apt. #, etc. | Suite, Apt. #, etc. | 11/21/1996 | GA |
| City & State | City & State | 4. FEI Number | <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable |
| Zip | Country | 58-2269002 | 5. Date of Last Report |
| | | 04/17/1998 | 6. Certificate of Status Desired <input type="checkbox"/> IN A GOOD STANDING |

| | |
|---|--|
| 7. Name and Address of Current Registered Agent | 8. Name and Address of New Registered Agent/Office |
| C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324 | Name Street Address (P.O. Box Number is Not Acceptable) 400002977644--8 Suite, Apt. #, etc. 09/02/99--01097--010 ***588.75 ***588.75 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 _____ 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 |
|-----------|---------------------------|----------------------------|--------------------------|
| MGRM | RICHARDS, JAMES C | 303 PEACHTREE STREET, N.E. | ATLANTA GA |
| MGRM | RICHARDS CAPITAL FUND, | 303 PEACHTREE STREET, N.E. | ATLANTA GA |

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:  **8/13/99 404-512-7200**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #