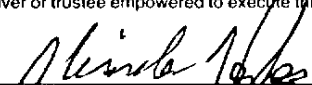


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE 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 # M97000000204			
HUGHES CAPITAL INVESTORS, L.L.C. 5000 SAWGRASS VILLAGE CIRCLE PONTE VEDRA FL 32082		1a. Principal Place of Business Address 5000 SAWGRASS VILLAGE CIRCLE PONTE VEDRA FL 32082			
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		04/18/1997	
City & State		City & State		4. FEI Number	
Zip		Zip		59-3382536	
Country		Country		5. Date of Last Report	
				07/29/1998	
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent/Office			
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 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 _____	
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reconstituting)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	HUGHES, J. WINDER III	24 LA VISTA DRIVE		PONTE VEDRA FL 32082	
400002874004 - - 7 -05/13/99 - 01077-004 ****188.75 ****188.75					
AL APR 12 1999					
11. I 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: 		5/1/99 (904) 273-6718			
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date Daytime Phone #			