
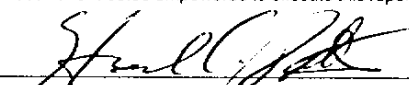


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 99 APR -7 PM 2:22	
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 # M97000000312 PACE MANAGEMENT COMPANY OF ILLINOIS, L.L.C. LAKEVIEW AT CALUSA TRACE APARTMENTS 18101 CALUSA TRACE BLVD. LUTZ FL 33549		1a. Principal Place of Business Address LAKEVIEW AT CALUSA TRACE APA 18101 CALUSA TRACE BLVD. LUTZ FL 33549			
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 05/22/1997 4. FEI Number 36-4106213 5. Date of Last Report 04/27/1998	
		3a. State of Formation IL <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable		6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		8. Name and Address of New Registered Agent/Office 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 _____		DATE _____			
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reappointing)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	KOHL, ROBERT A	875 NORTH MICHIGAN AVENUE,		CHICAGO IL	
MGRM	PATTIS, HOWARD E	7366 NORTH LINCOLN AVENUE,		LINCOLNWOOD IL	
300002836433--B -04/12/99--01108--016 ****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: 		3/21/99 847-676-3800			