


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 15 AM 11:36 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 # M97000000418																							
THE HILLSIDE FINANCIAL GROUP, L.L.C. 2100 SE 17TH ST., SUITE 203 OCALA FL 34471		1a. Principal Place of Business Address 2100 SE 17TH ST., SUITE 203 OCALA FL 34471																							
2. Principal Place of Business Suite, Apt. #, etc. SUITE 204 City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. SUITE 204 City & State Zip Country		3. Date Organized or Qualified 07/10/1997 3a. State of Formation NV 4. FEI Number 59-3455693 5. Date of Last Report 6. Certificate of Status Desired \$8.75 Additional Fee Required <input checked="" type="checkbox"/>																					
7. Name and Address of Current Registered Agent CORPORATION SERVICE , COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301		8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) 000002497230-9 Suite, Apt. #, etc. 04/22/98-01103-015 ****197.50 ****197.50 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 4/11/98 (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)																									
<table border="1"><thead><tr><th>10. Title</th><th>Managing Members/Managers</th><th>Business Street Address</th><th>City, State and Zip Code</th></tr></thead><tbody><tr><td>MGR</td><td>CURTIS, WILLIAM W</td><td>3515 S.W. 24TH AVE. ROAD</td><td>OCALA FL</td></tr><tr><td>MGRM</td><td>CURTIS FAMILY LIMITED</td><td>3515 S.W. 24TH AVE. ROAD</td><td>OCALA FL</td></tr><tr><td>MGR</td><td>TICE, WILLIAM J</td><td>3141 COACHMAN COURT</td><td>OCEANSIDE CA</td></tr><tr><td>MGRM</td><td>TICE FAMILY LIMITED PA</td><td>3141 COACHMAN COURT</td><td>OCEANSIDE CA</td></tr></tbody></table>						10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code	MGR	CURTIS, WILLIAM W	3515 S.W. 24TH AVE. ROAD	OCALA FL	MGRM	CURTIS FAMILY LIMITED	3515 S.W. 24TH AVE. ROAD	OCALA FL	MGR	TICE, WILLIAM J	3141 COACHMAN COURT	OCEANSIDE CA	MGRM	TICE FAMILY LIMITED PA	3141 COACHMAN COURT	OCEANSIDE CA
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AL APR 20 1998																									

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: _____

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

4/11/98 (352) 401-1900
Date Daytime Phone #