
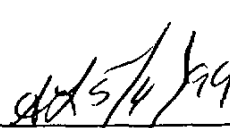
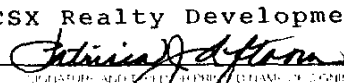


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1999</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		<b>FILED</b>  99 MAY -3 PM 2:16  SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<b>FILING FEE \$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company  <b>HOOKER HOMES, LLC</b> <b>500 WATER ST.</b> <b>JACKSONVILLE FL 32202</b>		<b>DOCUMENT # M97000000539</b>			
2. Principal Place of Business Suite, Apt. #, etc.  City & State  Zip      Country		2a. Mailing Address <b>500 Water Street</b> Suite, Apt. #, etc. <b>S/C J-160</b>  City & State <b>Jacksonville, FL</b>  Zip      Country <b>32202      USA</b>		3. Date Organized or Qualified <b>08/21/1997</b>  4. FEI Number <b>58-1154221</b>  5. Date of Last Report <b>05/01/1998</b>	
		3a. State of Formation <b>GA</b>  <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable		6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent  <b>C T CORPORATION SYSTEM</b> <b>1200 SOUTH PINE ISLAND ROAD</b> <b>PLANTATION FL 33324</b>			8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) <b>800002868038--S</b> Suite, Apt. #, etc. <b>-05/07/99--01122--025</b> <b>****188.75    ****188.75</b> City      Zip Code <b>FL</b>		
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 _____		
<small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	BECK, S D	301 WEST BAY ST.		JACKSONVILLE FL	
MGR	SANDLER, P D	5656 ADAMO DR.		TAMPA FL	
MGR	WARD, M J	500 WATER ST.		JACKSONVILLE FL	
MEM	CSX REALTY DEVELOPMENT LLC	500 WATER ST.		JACKSONVILLE FL	
					
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 Paragraph 10, or on an attachment with an address.					
<b>CSX Realty Development, LLC Sole Member 4/15/99 (904) 366-4242</b>					
<b>SIGNATURE:</b>  <b>Patricia J. Aftoora, Vice-President</b>					