

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

LIMITED LIABILITY COMPANY		FLORIDA DEPARTMENT OF STATE	
ANNUAL REPORT		Katherine Harris	
1999		Secretary of State	
		DIVISION OF CORPORATIONS	
FILING FEE Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee \$ 188.75		Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company		DOCUMENT # M97000000542	
NONA BARNES, LLC 500 WATER STREET S/C J-160 JACKSONVILLE FL 32202		1a. Principal Place of Business Address 500 WATER ST. JACKSONVILLE FL 32202	
2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.	Suite, Apt. #, etc.	08/21/1997	GA
City & State	City & State	4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	58-1336409	
Zip	Country	5. Date of Last Report	6. Certificate of Status Desired
		05/01/1998	\$8.75 Additional Fee Required <input type="checkbox"/>
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 RD. PLANTATION FL 33324		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 re-registering)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	BECK, S D	301 WEST BAY ST.	JACKSONVILLE FL
MGR	AFTOORA, P. J.	500 WATER ST.	JACKSONVILLE, FL 32202
MGR	SANDERSON, XXXX	XXXXXXX XXXX	XXXXXXX XXXX
MGR	WARD, M J	500 WATER ST.	JACKSONVILLE FL
MEM	CSX REALTY DEVELOPMENT, LLC	500 WATER ST.	JACKSONVILLE FL
			400002868024 - - 3 -05/07/99 -01122--023 ***188.75 ***188.75 4/5/99
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. CSX Real Development, LLC (Sole Member)			
SIGNATURE: <i>Patricia J. Aftoora</i>		Patricia J. Aftoora 4/15/99 (904) 366-4242	
Vice-President			