


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 PH 2: 15  SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<b>FILING FEE</b> Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee <b>\$ 188.75</b> Make Check Payable To: <b>FLORIDA DEPARTMENT OF STATE</b>		<b>DOCUMENT # M97000000544</b>			
<b>1. Name and Mailing Address of Limited Liability Company</b>  CSX REALTY DEVELOPMENT, LLC 500 WATER STREET S/C J-160 JACKSONVILLE FL 32202		<b>1a. Principal Place of Business Address</b>  500 WATER ST. JACKSONVILLE FL 32202			
<b>2. Principal Place of Business</b>  Suite, Apt. #, etc.  City & State  Zip Country		<b>2a. Mailing Address</b>  Suite, Apt. #, etc.  City & State  Zip Country		<b>3. Date Organized or Qualified</b> 08/21/1997  <b>3a. State of Formation</b> GA  <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
<b>4. FEI Number</b> 58-1251206		<b>5. Date of Last Report</b> 05/01/1998		<b>6. Certificate of Status Desired</b> \$8.75 Additional Fee Required <input type="checkbox"/>	
<b>7. Name and Address of Current Registered Agent</b>  C T CORPORATION SYSTEM 1200 S. PINE ISLAND RD. PLANTATION FL 33324			<b>8. Name and Address of New Registered Agent/Office</b> Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code <div style="text-align: right;"><b>FL</b></div>		
<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.</b>					
SIGNATURE _____			DATE _____		
<small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when re-stating)</small>					
<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>		<b>City, State and Zip Code</b>	
MGR	BECK, S D	301 WEST BAY ST.		JACKSONVILLE FL	
MGR	Giftos, P. M. <del>SANDLER, P. M.</del>	500 Water Street <del>3656 ADAMO DR.</del>		Jacksonville, FL 32202 <del>TAMPA FL</del>	
MGR	WARD, M J	500 WATER ST.		JACKSONVILLE FL	
MEM	CSX TRANSPORTATION, INC.	500 WATER ST.		JACKSONVILLE FL	
200002865872--0 -05/06/99--01103--001 ****188.75 ****188.75 <i>Ad 5/4/99</i>					
<b>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.</b>					
<b>SIGNATURE:</b> <i>Patricia J. Aftora</i>		CSX Transportation, Inc. (sole member) 4/15/99 (904) 366-4242		Patricia J. Aftora, Vice-President	
<small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>		<small>Date</small>		<small>Daytime Phone #</small>	