


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1998</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	<b>FILED</b> <b>98 APR 22 PM 3: 52</b> <b>SECRETARY OF STATE</b> <b>TALLAHASSEE, FLORIDA</b>	
<b>FILING FEE</b> <b>\$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>		
<b>1. Name and Mailing Address of Limited Liability Company</b>  <b>ASBURY DEVELOPMENT AND MANAGEMENT, LLC</b> <b>201 RUSSELL AVENUE</b> <b>GAITHERSBURG MD 20877</b>		<b>DOCUMENT #</b> <b>M97000000760</b>		
<b>2. Principal Place of Business</b>  <b>Suite, Apt. #, etc.</b>  <b>City &amp; State</b>  <b>Zip</b>		<b>2a. Mailing Address</b>  <b>Suite, Apt. #, etc.</b>  <b>City &amp; State</b>  <b>Zip</b>		<b>3. Date Organized or Qualified</b> <b>11/17/1997</b> <b>4. FEI Number</b> <b>52-2055303</b> <b>5. Date of Last Report</b> <b>N/A</b>
		<b>3a. State of Formation</b> <b>MD</b> <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable		<b>6. Certificate of Status Desired</b> <b>\$8.75 Additional Fee Required</b> <input type="checkbox"/>
<b>7. Name and Address of Current Registered Agent</b>  <b>FORCE FINANCIAL CORP.,</b> <b>111 RIVERSIDE AVE., SUITE 320</b> <b>JACKSONVILLE FL 32202</b>		<b>8. Name and Address of New Registered Agent/Office</b> <b>Name</b> <b>Street Address (P.O. Box Number is Not Acceptable)</b> <b>8000002504298--9</b> <b>Suite, Apt. #, etc.</b> <b>-04/29/98--01006--012</b> <b>****188.75 ****188.75</b> <b>City</b> <b>FL</b> <b>Zip Code</b>		
<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>				
<b>SIGNATURE</b> _____ <b>DATE</b> _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>				
<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>		<b>City, State and Zip Code</b>
MGR	SLACK, DAVID	201 RUSSELL AVENUE		GAITHERSBURG MD
MGR	THOMAS, EDWIN C III	201 RUSSELL AVENUE		GAITHERSBURG MD
MGR	BRADSHAW, LAWRENCE R	201 RUSSELL AVENUE		GAITHERSBURG MD
MGR	WEAVER, MATTHEW W	111 RIVERSIDE AVENUE, SUITE 320		JACKSONVILLE FL
<i>AS 4/23/98</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) (l), 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>David Slack</i>		<b>25 March 1998 301-216-4025</b>		
<small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>		<small>Date Daytime Phone #</small>		