
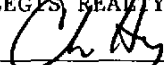


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED 99 MAR 12 PM 1:25 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 # M98000000669				1a. Principal Place of Business Address	
CARLYLE CLUB APARTMENTS INVESTORS LLC 242 TRUMBULL STREET, 4TH-FLOOR HARTFORD CT 06103						c/o ALLEGIS REALTY INVESTORS LLC 242 TRUMBULL STREET, 4TH-FLO HARTFORD CT 06103	
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified		3a. State of Formation	
Suite, Apt. #, etc.		c/o Allegis Realty Investors LLC		06/24/1998		DE	
City & State		City & State		4. FEI Number		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
Zip		Country		06-1524498		5. Date of Last Report	
						6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent				8. Name and Address of New Registered Agent/Office			
CORPORATION SERVICE , COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301				Name			
				Street Address (P.O. Box Number is Not Acceptable)			
				Suite, Apt. #, etc.			
				City			
				Zip Code FL			
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) (N/A) (Registered Agent signature required when created change)</small>							
10. Title	Managing Members/Managers		Business Street Address			City, State and Zip Code	
MGR	AETNA LIFE INSURANCE,		242 TRUMBULL STREET, 4TH F			HARTFORD CT	
MGR	ALLEGIS REALTY INVESTORS LLC		242 TRUMBULL STREET, 4TH F			HARTFORD CT 06103	
200002917122 03/24/99 - 01000-001 ***197.50 ***187.50							
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. ALLEGIS REALTY INVESTORS LLC, Its Manager							
SIGNATURE: By: 				3/9/99		860/275-2361	
<small>SIGNATURE AND TYPE/PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>							