


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 APR - 3 PM 5:00 CHATTANOOGA, TN	
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 # M98000000752 CAPITOL USA, LLC ONE REPUBLIC CENTRE 633 CHESTNUT STREET, SUITE 1640 CHATTANOOGA TN 37405		1a. Principal Place of Business Address ONE REPUBLIC CENTRE 633 CHESTNUT STREET, SUITE 1 CHATTANOOGA TN 37405			
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 07/13/1998 3a. State of Formation TN 4. FEI Number 62-1597304 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
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 NRAI SERVICES, INC. 526 EAST PARK AVENUE TALLAHASSEE FL 32301			8. Name and Address of New Registered Agent/Office 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 _____		
<small>(Registered Agent Accepting Appointment) (RPA) (Required Agent signature required when changing office)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	BAKER, JAMES B	633 CHESTNUT STREET, SUTIE		CHATANOOGA TN	
MGR	ELROD, STARLING L	633 CHESTNUT STREET, SUTIE		CHATANOOGA TN	
MGR	MORRIS, TIM T	633 CHESTNUT STREET, SUTIE		CHATANOOGA TN	
MGR	BROOKSHIRE, MIKE D	633 CHESTNUT STREET, SUTIE		CHATANOOGA TN	
MGR	SHEEHY, THOMAS D	1800 REPUBLIC CENTER		CHATTANOOGA TN	
8000002842648--6 -04/16/99--01094--006 ****188.75 ****188.75					
T.J.C. APR 15 1999					
11. I 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.					
SIGNATURE: <i>Thomas D. Sheehy</i>		3/5/99		HB0-031-0301	
<small>SIGNATURE AND TITLE OF PRINTED NAME OF OFFICER, MANAGER, MEMBER OR MEMBER-EMPLOYEE</small>					

THOMAS D. SHEEHY, CHIEF MANAGER & PRES.