
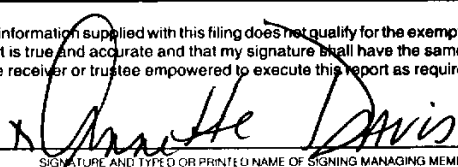


2nd and
FINAL NOTICE: File on or before Sept. 29, 1999 or Limited Liability Company
will be dissolved.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 99 AUG 31 PM 1:45	
FILING FEE \$ 588.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee + \$400.00 Late Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company		DOCUMENT # M98000000971		1a. Principal Place of Business Address	
CHARLESTON SQUARE APARTMENTS, L.L.C. 3224 PACES BEND COURT ATLANTA GA 30327				3224 PACES BEND COURT ATLANTA GA 30327	
2. Principal Place of Business Suite, Apt. #, etc.		2a. Mailing Address Suite, Apt. #, etc.		3. Date Organized or Qualified	
Wynbergreen @ Arlington Apt's		8250 Arlington Expressway		09/04/1998	
City & State Jacksonville		City & State Jacksonville		3a. State of Formation GA	
Zip 32211		Country		4. FEI Number 58-2104715	
				5. Date of Last Report N/A	
				6. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				6. Certificate of Status Desired <input checked="" type="checkbox"/> No Additional Fee Required	
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 ROAD 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 reinstating)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	BERKMAN, DAVID	3224 PACES BEND COURT		ATLANTA GA	
				900002982959--6 -09/09/99--01079--002 ****588.75 ****588.75 /AL/	
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.					
SIGNATURE: 		8/18/99		770.593.1368	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date		Daytime Phone #	