
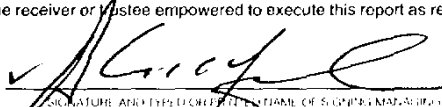


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999.		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED 99 MAR 17 AM 8:19 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 # M98000001005 PALM BEACH INVESTMENT ADVISERS, LLC 249 ROYAL PALM WAY, SUITE 400 PALM BEACH FL 33480		1a. Principal Place of Business Address 249 ROYAL PALM WAY, SUITE 40 PALM BEACH FL 33480			
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 09/11/1998 3a. State of Formation DE 4. FEI Number <input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				5. Date of Last Report 6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324			8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) 600002820156 Suite, Apt. #, etc. 03/26/99 01068 002 ***188.75 ***188.75 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 _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when making change)</small>			DATE _____		
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	BROOKS, CONLEY JR.	900 2ND AVENUE, SUITE 300		MINNEAPOLIS MN	
MGR	CLYMER, JOHN A	900 2ND AVENUE, SUITE 300		MINNEAPOLIS MN	
MGR	WELCH, E. THOMAS	900 2ND AVENUE, SUITE 300		MINNEAPOLIS MN	
MGR	JARMEL, ANDREW M	30 NORTH LASALLE STREET, 3		CHICAGO IL	
MGR	HOYT, BARRY G	30 NORTH LASALLE STREET, 3		CHICAGO IL	
<i>3-24-99</i>					
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 in 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: 			3/11/99 561 650-0200		