


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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 26 AM 10:17

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILING FEE Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee
\$ 188.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company
DOCUMENT # M98000001403
Saturn Ventures Florida LLC
~~ANTARES FLORIDA FUND LLC~~
7900 MIAMI LAKES DRIVE WEST
MIAMI LAKES FL 33016

1a. Principal Place of Business Address
7900 MIAMI LAKES DRIVE WEST
MIAMI LAKES FL 33016

2. Principal Place of Business		2a. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country

3. Date Organized or Qualified 11/25/1998	3a. State of Formation DE
4. FEI Number 65-0877732	<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 <input type="checkbox"/>

7. Name and Address of Current Registered Agent
ANGELL CORPORATE SERVICES, INC.
250 ROYAL PALM WAY
PALM BEACH FL 33480

8. Name and Address of New Registered Agent/Office
Name
Street Address (P.O. Box Number Is Not Acceptable)
Suite, Apt #, etc.
City
Zip Code
FL *1764*

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) (N/A) (Registered Agent Signature Required After Appointment)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	ANTARES FLORIDA MANAGE	7900 MIAMI LAKES DRIVE WES	MIAMI LAKES FL
			900002858169-3 -04/30/99-01068--002 ****188.75 ****188.75

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. 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: *BY: ANTAES FLORIDA MANAGERS, INC., MANAGING MEMBER*
R. E. POLIVEN
PRESIDENT
4/24/99 905 944-2858