
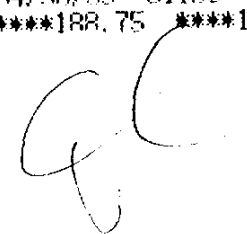
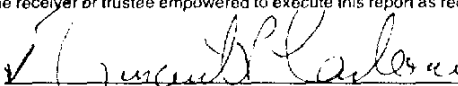


**File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.**

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		FILED APR 23 1999 5:00 SECRETARY OF STATE TALLAHASSEE, FLORIDA
<b>FILING FEE \$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>		
1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT # M98000001407</b> <b>CARBONE PROPERTIES OF NAPLES, LIMITED LIABILITY COMPANY</b> <b>5885 LANDERBROOK DRIVE, SUITE 110</b> <b>CLEVELAND OH 44124</b>		1a. Principal Place of Business Address <b>5885 LANDERBROOK DRIVE, SUITE 110</b> <b>CLEVELAND OH 44124</b>		
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 <b>11/30/1998</b>
				3a. State of Formation <b>OH</b>
		4. FEI Number <b>34-1876931</b>		<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 <b>CORPORATION SERVICE , COMPANY</b> <b>1201 HAYS STREET</b> <b>TALLAHASSEE FL 32301</b>			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 <b>FL</b>	
I, 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) (NOT Registered Agent signature required when first change)				
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code	
MGR	CARBONE, ROSS P	5885 LANDERBROOK DRIVE, SUITE 110	CLEVELAND OH	
MGR	CARBONE, VINCENT P	5885 LANDERBROOK DRIVE, SUITE 110	CLEVELAND OH	
			5000002858265--2 -04/30/99--01136--011 ****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:  <b>VINCENT P. CARBONE</b> 4-19-99      440-449-6750				
SIGNATURE AND TITLE OF PRINTED NAME OF SECRETARY/MANAGING MEMBER FOR MANAGER      Date      Date of Filing				