

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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LIMITED LIABILITY COMPANY ANNUAL REPORT 1999

 FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

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 # M98000001423
 JGS MARATHON, LTD., L.C.
 107 SUNSET DRIVE
 MARATHON FL 33050

1a. Principal Place of Business Address
 107 SUNSET DRIVE
 MARATHON FL 33050

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		11/30/1998	OH
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For
Zip		Country		52-2127044	<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
SMALE, JOHN G
 107 SUNSET DRIVE
 MARATHON FL 33050

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

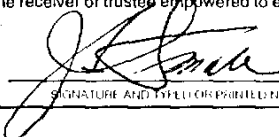
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when re-appointing) DATE _____

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	SMALE, JOHN G	107 SUNSET DRIVE	MARATHON FL

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 ***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. 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:  John G. Smale 3/1/99 (305) 289-0473
 SIGNATURE AND TITLE OR PRINTED NAME OF SIGNER (MANAGING MEMBER OR EMPLOYEE) DATE Day-Month-Year