


**FILE NOW: Fee after May 1, will be \$588.75**

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997				FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> \$ 203.75		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee Make Check Payable To: <b>FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company		<b>DOCUMENT #</b> 200256			
PRIME PROPERTIES, L.C. % FRED L. AHERN 2215 S. THIRD ST., SUITE 201 JACKSONVILLE BEACH FL 32250		1a. Principal Place of Business Address % FRED L. AHERN 2215 S. THIRD ST., SUITE 201 JACKSONVILLE BEACH FL 32250			
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		06/28/1990	
City & State		City & State		FL	
Zip		Zip		4. FEI Number	
				59-3054552	
				5. Date of Last Report	
				07/29/1996	
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent			
AHERN, FRANK I. 2215 S. THIRD ST. SUITE 201 JACKSONVILLE BEACH FL 32250		Name <i>Fred L. Ahern</i> 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 <i>[Signature]</i>		DATE <i>4/16/97</i>			
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
M	AHERN, FRED L	2215 S. THIRD ST		JACKSONVILLE BCH FL	
M	WALCHLE, DAVID L	336 S. DEER RUND DR.		FONTE VEDRA BCH FL	
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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: <i>[Signature]</i>		Fred L. Ahern		4/16/97 904-241-4355	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date		Daytime Phone #	