


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR 23 PM 1:30

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 # Z00256

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	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country

3. Date Organized or Qualified	3a. State of Formation
06/28/1990	FL
4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
59-3054552	
5. Date of Last Report	6. Certificate of Status Desired
04/18/1997	\$0.75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent
AHERN, FRANK L. Fred L.
2215 S. THIRD ST.
SUITE 201
JACKSONVILLE BEACH FL 32250

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

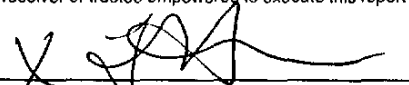
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of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

SIGNATURE _____ DATE _____
(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	PONTE VEDRA BCH FL

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-04/28/98--01025--004
****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:  4/20/98
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone *