


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 Katherine Harris Secretary of State DIVISION OF CORPORATIONS		SECRETARY OF STATE DIVISION OF CORPORATIONS 99 APR -5 AM 11:28	
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 <div style="text-align: right; font-weight: bold; font-size: 1.2em;">DOCUMENT # 200548</div> FLORIDA ACQUISITION FUND, L.C. PO BOX 625737 CINCINNATI OH 45262		1a. Principal Place of Business Address C/O CARLTON FIELDS 777 S. HARBOUR ISLAND BLVD TAMPA FL 33601			
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip		2a. Mailing Address Suite, Apt. #, etc. City & State Zip		3. Date Organized or Qualified 03/19/1992 4. FEI Number 65-0325991 5. Date of Last Report 04/27/1998	
				3a. State of Formation FL <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent FIELDS, CARLTON 777 S. HARBOUR ISLAND BLVD TAMPA FL 33601			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 _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when first filing)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MEM	SUMMER HILL ESPERANT,	6800 CINTAS BLVD		MASON OH	
MEM	WESTBUC CORP.,	45 ROCKEFELLER PLAZA #2500		NEW YORK NY	
MEM	TRUST INVESTMENTS, INC	52 STILES ROAD		SALEM NH	
MEM	EWING-BARRETT ESPERA,	16660 DALLAS PARKWAY #220		DALLAS TX	
MEM	CC HOLDINGS, INC.	9960 N.W. 116TH WAY #4		MIAMI SPRINGS FL	
600002842786--S -04/16/99--01099--006 ****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: <i>Richard J. Roberts</i> 3/19/99 513-439-1065 <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>					