


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

<b>LIMITED LIABILITY COMPANY ANNUAL REPORT 1997</b>		 <b>FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS</b>	
<b>FILING FEE \$ 203.75</b>		<b>Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>	
<b>1. Name and Mailing Address of Limited Liability Company</b>  <b>DOCUMENT #200641</b>  PALM HARBOR LANDHOLDINGS, L.C. 34041 US HWY. 19 N SUITE E PALM HARBOR FL 34684  <small>If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.</small>		<b>1a. Principal Place of Business Address</b>  34041 US HWY. 19 N SUITE E PALM HARBOR FL 34684  <i>mwb</i>	
<b>2. Principal Place of Business</b>  Suite, Apt. #, etc. <i>same</i>  City & State  Zip Country		<b>3. Date Organized or Qualified</b> 08/31/1992 <b>3a. State of Formation</b> FL <b>4. FEI Number</b> 59-3139583 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable <b>5. Date of Last Report</b> 02/14/1996 <b>6. Certificate of Status Desired</b> <input checked="" type="checkbox"/> \$6.75 Additional Fee Required	
<b>7. Name and Address of Current Registered Agent</b>  GASSMAN, ALAN S. 1212 COURT ST. SUITE B CLEARWATER FL 34616		<b>8. Name and Address of New Registered Agent</b>  Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. <b>700002101547--7</b> City <b>-02/28/97--01116--015</b> <b>****203.75</b> <b>****203.75</b> <b>FL</b>	
<b>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.</b>			
<b>SIGNATURE</b> _____		<b>DATE</b> _____	
<small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>			
<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>	<b>City, State and Zip Code</b>
M	KORNFELD, STEPHEN J.	34041 US 19 N. SUITE D	PALM HARBOR FL
M	DRUCKER, JERRY	34041 US 19 N. SUITE B	PALM HARBOR FL
M	KAPLAN, KERRY	34041 US 19 N. SUITE A	PALM HARBOR FL
M	BRECHER, DAVID B.	34041 US 19 N. SUITE E	PALM HARBOR FL
M	PIEVIN, SANFORD N.	34041 US 19 N. SUITE B	PALM HARBOR FL
M	FERNANDEZ, RONALD	34041 US 19 N SUITE E	PALM HARBOR FL
<b>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.</b>			
<b>SIGNATURE:</b> <i>David Brecher</i>		<b>2/13/97</b>	<b>813 789 1925</b>
<small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>		<small>Date</small>	<small>Daytime Phone #</small>