

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED

Jul 24 1998 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000006213 (9)
 1. Corporation Name
PREFERRED CAPITAL MARKETS, INC.



Principal Place of Business 601 BRICKELL KEY DRIVE, STE 703 MIAMI FL 33131	Mailing Address 601 BRICKELL KEY DRIVE, STE 703 MIAMI FL 33131
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21	2a. Mailing Address 26 220 MONTGOMERY STREET
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27 SUITE 777
City & State 23	City & State 28 SAN FRANCISCO, CA.
Zip 24	Country 25
Country 25	Zip 29 94104
	Country 30

3. Date Incorporated or Qualified 11/24/1997	
4. FEI Number 94-2804669	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent
HESS, THOMAS J
601 BRICKELL KEY DRIVE, STE 805
MIAMI FL 33131

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
FL 85 Zip Code

11. Pursuant to the provisions of sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	POD	<input type="checkbox"/> DELETE
NAME	ENGMANN, MICHAEL	
STREET ADDRESS	220 MONTGOMERY ST., STE 777	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	MCCRAE, GLENN	
STREET ADDRESS	220 MONTGOMERY ST., STE 777	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	ST	<input checked="" type="checkbox"/> DELETE
NAME	MCCRAE, DOUGLAS	
STREET ADDRESS	220 MONTGOMERY ST., STE 777	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	T, S
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	70000259921
6.3 STREET ADDRESS	-07/27/98--01054--015
6.4 CITY-ST-ZIP	***150.00

14. I 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 or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *[Signature]* **STEPHEN SQUIRRE** 7/18/98 407/933-3000

CP2E034 (5/98)



PREFERRED CAPITAL MARKETS, INC.

220 MONTGOMERY STREET, SUITE 777, SAN FRANCISCO, CALIFORNIA 94104 TEL: 415-733-3000 TEL: 800-949-0205 FAX: 415-781-5215

July 8, 1998

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Division of Corporations
Annual Reports Filings
P.O. Box 1500
Tallahassee, FL 32302-1500

Re: Document # F9700006213 (9) -- Preferred Capital Markets, Inc.

Dear Sir or Madam:

I am in receipt of the State of Florida's 1998 Profit Corporation Annual Report (Second Notice) for Preferred Capital Markets, Inc. ("Preferred"). The second notice is the first document I have received from the State of Florida Division of Corporations ("Division"). Part of the problem is that Preferred is a California corporation and we only maintain a branch office in the State of Florida. As the main office is responsible for complying with all regulatory requests, we were unable to comply with the Division's first request as we did not receive the document.

In this regard, we request that all future documents concerning payments, reporting requirements, and any other regulatory requests be sent to Preferred's main address which is: 220 Montgomery Street, Suite 777, San Francisco, CA, 94104.

I determining how to complete this form, I spoke with a member of the Division. I was instructed to attach a letter to the filing explaining the fact that Preferred never received the Division's first request and submitting a payment in the amount of \$150 (see enclosed). I was informed that since Preferred did not receive the first mailing, the late fee would not be applicable for this filing.

Please contact me if you have any questions concerning this submission.

Respectfully yours,

Stephen Squire
Director of Compliance