

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

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 MAY -8 PM 3: 28

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 188.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company
DOCUMENT # L93000000064
 TCC VENEZUELA, L.C.
 3250 MARY STREET
 SUITE 500
 MIAMI FL 33133

1a. Principal Place of Business Address
 3250 MARY STREET
 SUITE 500
 MIAMI FL 33133

2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.	Suite, Apt. #, etc.	03/12/1993	FL
City & State	City & State	4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	5. Date of Last Report	6. Certificate of Status Desired
		04/02/1997	SB 75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent
 PELTZ, ARVIN ESQ
 3250 MARY STREET
 SUITE 500
 MIAMI FL 33133

8. Name and Address of New Registered Agent/Office
 Name
 Street Address (P.O. Box Number is Not Acceptable)
 700002522577--5
 Suite, Apt. #, etc. -05/14/98--01002--020
 ****188.75 ****188.75
 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
MEM	CRITERION HOTEL MANA,	3250 MARY STREET, SUITE 50	MIAMI FL
MGR	WEISER, SHERWOOD	3250 MARY STREET, SUITE 50	MIAMI FL
MGR	LEFTON, DONALD	3250 MARY STREET, SUITE 50	MIAMI FL
MGR	TEMLING, W. PETER	3250 MARY STREET	MIAMI FL
MGR	HEWITT, THOMAS	3250 MARY STREET, SUITE 50	MIAMI FL
MEM	CHC CASINOS CORP.,	3250 MARY STREET, SUITE 50	MIAMI FL

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: W. Peter Temling 4/21/98 305-445-3493
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #