

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

FILED

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TALLAHASSEE, FLORIDA

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 MADISON XIII, L.C. P.O. BOX 630069 MIAMI FL 33163	DOCUMENT # L96000000400
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1a. Principal Place of Business Address P.O. BOX 630069 MIAMI FL 33163	4/4/98
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2. Principal Place of Business 1750 S. Young Circle Suite, Apt. #, etc. 201 City & State Hollywood FL Zip 33020	2a. Mailing Address P.O. Box 4877 Suite, Apt. #, etc. City & State Deerfield Beach FL Zip 33442
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3. Date Organized or Qualified 04/04/1996	3a. State of Formation FL
4. FEI Number 65-0656672	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report 05/05/1997	6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent EPSTEIN, DEBORAH 19204 NORTH EAST 25TH AVENUE UNIT NO 312 NORTH MIAMI BEACH FL 33180
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8. Name and Address of New Registered Agent/Office Name Deborah Epstein Firestone Street Address (P.O. Box Number is Not Acceptable) 7910 Tennyson Ct. Suite, Apt. #, etc. Boca Raton FL 33433	900002511879--E -05/05/98--01120--022 ***FL*** ***188.75***
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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. \$188.75

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
MGR	EPSTEIN, JOANNE	8950 WESTPARK DR., #312	HOUSTON TX

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), 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: Debbie Epstein Firestone ext. mmp 4/24/98 261-447-0865
SIGNATURE AND TITLE OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #