

24 and File on or before Sept. 30, 1998 or Limited Liability Company with
FINAL NOTICE dissolved or dissolved in liquidation must file this report. Fee: \$58.75

L9600000845

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998
 FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

FILED

98 AUG 31 AM 8 09

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILING FEE \$ 588.75 Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee + \$400.00 Late Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company
DOCUMENT # L96000000845
 SEA-BARGE, L.C.
 7570 N.W. 14TH STREET
 MIAMI FL 33126

1a. Principal Place of Business Address
 7570 N.W. 14TH STREET
 MIAMI FL 33126

2. Principal Place of Business
 Suite, Apt. #, etc.
 City & State
 Zip Country

2a. Mailing Address
 Suite, Apt. #, etc.
 City & State
 Zip Country

3. Date Organized or Qualified
 08/06/1996

3a. State of Formation
 FL

4. FEI Number
 65-0697725
 Applied For
 Not Applicable

5. Date of Last Report
 03/13/1997

6. Certificate of Status Desired
 \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent
 ROBINSON, WESLEY M
 501 BRICKELL KEY DRIVE
 SUITE 504
 MIAMI FL 33131

8. Name and Address of New Registered Agent/Office
 Name
 Street Address (P.O. Box Number is Not Acceptable)
 700002635687---0
 Suite, Apt. #, etc.
 -09/09/98--01078--004
 ***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 8/5/98

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	SEA-BARGE, INC.	7570 N.W. 14TH ST.	MIAMI FL
MGRM	RIPE. LTD,	7570 N.W. 14TH ST.	MIAMI FL
MGRM	MGC PARTNERS,	7570 N.W. 14TH ST.	MIAMI FL
MGRM	INTERSHIP CORP.,	7570 N.W. 14TH ST.	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)(l), 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: X
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER
 Date Daytime Phone #

August 06, 1998

Attn: Ms. Ninette Causseaux
Annual Reports Filings
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
98 AUG 31 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

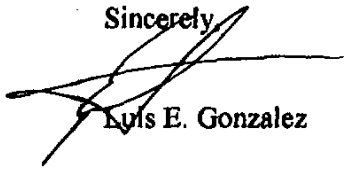
Re: Document # L9600000845

Dear Ms. Ninette Causseaux,

I, Luis E. Gonzalez, certify that the 1998 Profit Corporation Annual Report Packet was never received at the address listed on the above mentioned document number.

If you have any questions or need additional information please feel free to contact the office at any time.

Sincerely,



Luis E. Gonzalez



Natja D. Kross

NATJA D KROSS
My Commission 00804870 8/6/98
Expires Oct. 24, 1999