


2nd NOTICE: Limited Liability Company Will Be Dissolved On Or After October 8, 1997. If Dissolved, Minimum Amount Due To Reinstate: \$703.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
Due 6-97 SEP -2 AM 11:54

FILING FEE \$ 588.75	Annual Report \$100.00 + \$103.76 Corporation Supplemental Fee + \$385.00 Late Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company
DOCUMENT # L96000000861

CHIPPENDALES PROPERTIES, L.C.
7380 SAND LAKE RD
SUITE 350
ORLANDO FL 32819

1a. Principal Place of Business Address

7380 SAND LAKE RD
SUITE 350
ORLANDO FL 32819

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		08/09/1996	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
					SB 75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent	
WILLIAM B. PRINGLE, III, P.A. 7380 SAND LAKE RD SUITE 350 ORLANDO FL 32819		Name	
		Street Address (P.O. Box Number is Not Acceptable)	
		Suite, Apt. #, etc.	
		City	Zip Code
		FL	

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

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MEM	CHIPPENDALES U.S.A., I	7380 SAND LAKE RD SUITE 35	ORLANDO FL
MEM	CHIPPENDALES HOLDINGS,	7380 SAND LAKE RD SUITE 35	ORLANDO FL

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KWM

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: *Alan [Signature]* Date: 8/28/97 407 345 0004