

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

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS

98 MAY -1 PM 4: 08

<b>FILING FEE</b>	<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b>
<b>\$ 188.75</b>	<b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>

1. Name and Mailing Address of Limited Liability Company	<b>DOCUMENT #</b> L96000000861  CHIPPENDALES PROPERTIES, L.C. 7380 SAND LAKE RD SUITE 350 ORLANDO FL 32819
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1a. Principal Place of Business Address  7380 SAND LAKE RD SUITE 350 ORLANDO FL 32819
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2. Principal Place of Business  Suite, Apt. #, etc.  City & State  Zip                      Country	2a. Mailing Address  Suite, Apt. #, etc.  City & State  Zip                      Country
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3. Date Organized or Qualified  08/09/1996	3a. State of Formation  FL	4. FEI Number  59-3407714  <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report  09/02/1997	6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	

7. Name and Address of Current Registered Agent  PRINGLE, WILLIAM R III, PA 7380 SAND LAKE RD SUITE 350 ORLANDO FL 32819
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8. Name and Address of New Registered Agent/Office  Name  Street Address (P.O. Box Number is Not Acceptable)  Suite, Apt. #, etc.  City                      Zip Code <span style="float: right;"><b>FL</b>                      <i>MBA</i></span>
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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.

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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 \*\*\*\*197.50 \*\*\*\*197.50

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: *Louis J. Pearlman*                      4-27-98                      (407) 351-0011  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER                      Date                      Daytime Phone #