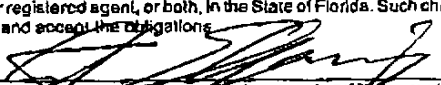



File on or before May 1, 1999 or Limited Liability Company will be subject to a \$400.00 LATE FEE.

FILED
29 MAY 14 PM 3:42
SECRETARY OF STATE
FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company DOCUMENT # L9800000903 VON MORGEN, L.C. C/O BAUR WOODBRIDGE REUS & KLEIN, P.A. 100 NORTH BISCAYNE BLVD., SUITE 2100 MIAMI FL 33132		1a. Principal Place of Business Address C/O BAUR WOODBRIDGE REUS & K 100 NORTH BISCAYNE BLVD., SU MIAMI FL 33132	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		3a. State of Formation FL	
2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 06/25/1998	
7. Name and Address of Current Registered Agent BAUR, THOMAS ESQ BAUR WOODBRIDGE REUS & KLEIN, P.A. NEW WORLD TWR., 21 FL., 100 N BISCAY MIAMI FL 33132		4. Fgl Number 65-0847152 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
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 FL		5. Date of Last Report 6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Cert. Required	
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 appointing)		DATE	
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	ELPERING, GERT	1839 W 24TH STREET	MIAMI BEACH FL
MGRM	EGNER, FRITZ	2000 WILLIAMS ISLAND BLVD.	AVENTURA FL
			600 002882436--9 -05/21/99--01072--011 ****188.75 ****188.75 APR 19 1999
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: 		APR 30 1999 Date	
SIGNATURE AND I-DPO OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date	