

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

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS
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**FILED** 10  
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99 MAY 14 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

<b>FILING FEE</b> \$ 188.75	<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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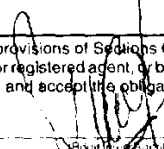
1. Name and Mailing Address of Limited Liability Company <b>Forty-First Holdings, L.L.C.</b> 2901 SW 8th Street, Suite 204 Miami, Florida 33135	<b>DOCUMENT # 198000001437</b>
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1a. Principal Place of Business Address 2901 SW 8th Street, #204 Miami, Florida 33135
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2. Principal Place of Business 2901 SW 8 Street Suite, Apt. #, etc. Suite 204 City & State Miami, Florida Zip 33135	2a. Mailing Address 2901 SW 8th Street Suite, Apt. #, etc. Suite 204 City & State Miami, Florida Zip 33135	3. Date Organized or Qualified 8/13/98	3a. State of Formation Florida
		4. FEI Number 65-0859997	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
		5. Date of Last Report	6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent <b>Jose R. Boschetti</b> 2901 SW 8th Street, Suite 204 Miami, Florida 33135	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 <b>FL</b>
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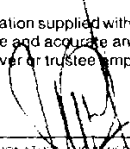
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE:  DATE: 04/26/99

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	Mauricio Cayon	2901 SW 8th St. #204	Miami, Florida 33135
MGRM	Jose R. Boschetti	2901 SW 8th St. #204	Miami, Florida 33135

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-05/25/99--01063--010  
\*\*\*\*188.75 \*\*\*\*188.75

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:**  DATE: 04/26/99 305-5417150