

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 188.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company DOCUMENT # M96000000130 SHELTER PROPERTIES, LLC C/O THE SHELTER GROUP 218 N. CHARLES STREET, SUITE 500 BALTIMORE MD 21201-0595
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1a. Principal Place of Business Address C/O THE SHELTER GROUP 218 N. CHARLES STREET, SUITE BALTIMORE MD 21201
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2. Principal Place of Business SAME AS #2 Suite, Apt. #, etc.	2a. Mailing Address SAME AS #2 Suite, Apt. #, etc.
City & State	City & State
Zip Country	Zip Country

3. Date Organized or Qualified 04/18/1996	3a. State of Formation MD
4. FEI Number 52-1950867	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report 02/03/1997	6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent 

8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code
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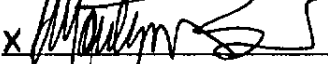
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when re-registering)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	DUKER, MARILYNN K	218 N. CHARLES STREET, SUI	BALTIMORE MD
MGRM	RICHMAN, ARNOLD I	218 N. CHARLES STREET, SUI	BALTIMORE MD

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****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:  Marilyn K. Duker, Member 4/7/98 (410) 962-0595
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #