
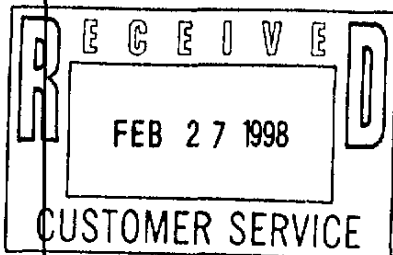


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

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LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham 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 # M96000000469 GENESIS DIRECT FIVE, LLC ONE BRIDGE PLAZA, SUITE 680 FORT LEE NJ 07024		1a. Principal Place of Business Address 3000 S.W. 42 AVENUE PALM CITY FL 34990 <i>JRB/1</i>	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address 100 Plaza Drive Suite, Apt. #, etc. City & State Secaucus, NJ Zip Country 07094 USA	
3. Date Organized or Qualified 11/12/1996 <i>in</i>		3a. State of Formation Delaware DE	
4. FEI Number 22-3475757		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report 03/07/1997		6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City 100002478851--4 -04/03/98 Zip Code 01117--008 *\$188.75 ***\$188.75	
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 reinstating)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	GENESIS DIRECT, INC.	ONE BRIDGE PLAZA, SUITE 68	FORT LEE NJ
			
		RECEIVED FEB 27 1998	

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: Ronald F. Benante
 NAME OF SIGNING MANAGING MEMBER OR MANAGER: Genesis Direct, Inc. Date: _____ Daytime Phone # _____