

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  
**Katherine Harris**  
Secretary of State  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 MAR -9 AM 9:15

**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 # M98000001046**  
WHITEHALL PROPERTIES LIMITED LIABILITY COMPANY  
PANY  
% JEROME H. KATZ, V.P.  
3 NEW YORK PLAZA  
NEW YORK NY 10004

1a. Principal Place of Business Address  
% JEROME H. KATZ, V.P.  
3 NEW YORK PLAZA  
NEW YORK NY 10004

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		09/18/1998	NY
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Zip		13-3862839	5. Date of Last Report
Country		Country			6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent  
BARTLETT, BARON L ESQUIRE  
% BARTLET & HEEKIN  
50 HIGHWAY 1A, SUITE 103  
PONTE VEDRA BEACH FL 32082

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**

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-related)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	PAN AM EQUITIES, INC.	3 NEW YORK PLAZA	NEW YORK NY
MGRM	THE FM GRAND CHILDRE,	3 NEW YORK PLAZA	NEW YORK NY
MGRM	PAMELA EQUITIES INC.,	3 NEW YORK PLAZA	NEW YORK NY

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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: *Jerome H. Katz* V.P. Pan Am Equities Inc 2/24/99 837 YB 00