


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

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 MAR 23 PM 3:07 # 3123													
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 # Z00069 BERNEL ASSOCIATES, L.C. 752 W. FLAGLER ST MIAMI FL 33130		1a. Principal Place of Business Address 752 W. FLAGLER ST MIAMI FL 33130															
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 12/27/1988 3a. State of Formation FL													
				4. FEI Number 65-0088963 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable													
				5. Date of Last Report 03/11/1997 6. Certificate of Status Desired <input type="checkbox"/> SB 75 Additional Fee Required													
7. Name and Address of Current Registered Agent NEUWAHL, MALCOLM % PACKMAN, NEUWAHL & ROSENBERG 1500 SAN REMO AVE., SUITE 125 CORAL GABLES FL 33146			8. Name and Address of New Registered Agent/Office Name MARIANN KLOTZ * Street Address (P.O. Box Number is Not Acceptable) 752 West Flagler St #105 Suite, Apt. #, etc. City MIAMI State FL Zip Code 33130														
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 <u><i>* Change made via Statement of Change of Registered Agent, filed 2/13/98</i></u> DATE <u> </u> <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>																	
<table border="1"> <thead> <tr> <th>10. Title</th> <th>Managing Members/Managers</th> <th>Business Street Address</th> <th>City, State and Zip Code</th> </tr> </thead> <tbody> <tr> <td>M</td> <td>FRANK, LESTER H.</td> <td>752 WEST FLAGLER STREET, S</td> <td>MIAMI FL</td> </tr> <tr> <td>M</td> <td>FRANK, BERNICE E.</td> <td>752 WEST FLAGLER STREET, S</td> <td>MIAMI FL</td> </tr> </tbody> </table>						10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code	M	FRANK, LESTER H.	752 WEST FLAGLER STREET, S	MIAMI FL	M	FRANK, BERNICE E.	752 WEST FLAGLER STREET, S	MIAMI FL
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code														
M	FRANK, LESTER H.	752 WEST FLAGLER STREET, S	MIAMI FL														
M	FRANK, BERNICE E.	752 WEST FLAGLER STREET, S	MIAMI FL														
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(l), 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: <i>Bernice E Frank</i> 3/21/98 305-545-8927 <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #</small>																	

400002467044--6
 -03/24/98--01096--001
 ***188.75 ***188.75