

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 MAY -6 AM 8:53

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 # M97000000865

BGK PORTFOLIO II LLC
330 GARFIELD STREET, SUITE 200
SANTA FE NM 87501

1a. Principal Place of Business Address
330 GARFIELD STREET, SUITE 2
SANTA FE NM 87501

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
12/17/1997

3a. State of Formation
NM

4. FEI Number
85-0448022
 Applied For
 Not Applicable

5. Date of Last Report

6. Certificate of Status Desired
 \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent
GREENE, ROBERT
C/O GREENE, DONNELLY & SCHERMER
1301 6TH AVENUE WEST, SUITE 505
BRADENTON FL 34205

8. Name and Address of New Registered Agent/Office
Name
Street Address (P.O. Box Number is Not Acceptable)
900002516309--9
Suite, Apt. #, etc. -05/07/98--01127--008
****188.75 ****188.75
City
FL Zip Code *Matt*

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
MGR	GILBERT, EDWARD	330 GARFIELD STREET, SUITE	SANTA FE NM
MGR	KOLBER, FRED	330 GARFIELD STREET, SUITE	SANTA FE NM
MGR	BERMAN, ED	330 GARFIELD STREET, SUITE	SANTA FE NM

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: _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #