
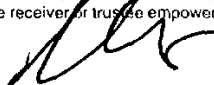


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FLORIDA SECRETARY OF STATE DIVISION OF CORPORATIONS 90 MAR 10 AM 9:52	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee			
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		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		12/17/1997	
City & State		City & State		3a. State of Formation	
Zip		Zip		NM	
Country		Country		4. FEI Number	
				85-0448022	
				<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				5. Date of Last Report	
				05/06/1998	
				6. Certificate of Status Desired	
				<input checked="" type="checkbox"/> \$8.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent			8. Name and Address of New Registered Agent/Office		
GREENE, ROBERT C/O GREENE, DONNELLY & SCHERMER 1301 6TH AVENUE WEST, SUITE 505 BRADENTON FL 34205			Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code		
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 _____		
<small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when re-appointing)</small>					
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)(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: 		EDWARD GILBERT		3/2/99 992-5166	
<small>SIGNATURE AND TYPE (OR PRINT) OF NAME OF SECRETARY, MANAGER, MEMBER OR MANAGER</small>		<small>(C.O.)</small>		<small>Display Phone #</small>	