
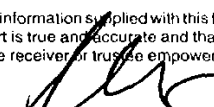


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

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 99 MAR 10 AM 9:52	
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 4. FEI Number 85-0448022 5. Date of Last Report 05/06/1998	
3a. State of Formation NM <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable		6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>			
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) Suite, Apt. #, etc. City Zip Code <div style="text-align: center;">FL</div>		
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-signing)					
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	
800002803668--1 -03/12/99--01011--007 ****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: 		EDWARD GILBERT		3/2/99 992-5166	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNER (MANAGER, MEMBER OR MANAGER)					