



FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT
TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 97 NOV 24 AM 10:50	
1. Name of Limited Partnership MELBOURNE MARKETPLACE, LTD.		1a. DOCUMENT # A95000001414			
Mailing Address 2116 MERRICK AVE., SUITE 3009 MERRICK NY 33138		Principal Office Address 2116 MERRICK AVE., SUITE 3009 MERRICK NY 33138		3. Date Formed or Registered 09/21/1995	
2. Mailing Address Suite, Apt. #, etc. City & State Zip Country		2a. Principal Office Address Suite, Apt. #, etc. City & State Zip Country		3a. Date of Last Report 01/27/1997	
				4. State or Country of Formation FL	
				5a. Capital Contributions as Shown on record. \$700,700.00	
				5b. Amount of Capital Contributions in FLORIDA to date:	
				6. FEI Number 11-3283541 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
				8. Make check payable to: Dept. of State (See reverse side for fee information)	

9. Name and Address of Current Registered Agent MILTANA, JOHN ESQ. 8801 BISCAYNE BLVD., SUITE 101 MIAMI FL 33138		10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code	
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10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, 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 its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____

DATE _____

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name(s) of General Partner(s) M.B.I. GROUP, INC.	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 2116 MERRICK AVE., SU	11b. City, State & Zip Code MERRICK NY 11566	11c. Registration/Document Number P95000071841
<p>000002360320--2 -12/02/97--01031--005 ****541.25 ****541.25</p> <p>KWM</p>			

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE _____

DATE _____

11/20/97

Typed or Printed Name of General Partner Signing Form IRA Friedman Secy of MBI Group Inc Daytime Telephone Number _____

CR25003 (6/97)