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FILED
Jun 25 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # K71539 (6)
1. Corporation Name
B.B.F.F. RESERVE ASSOCIATES, INC.



Principal Place of Business Mailing Address
%LEO ROSE, JR., ESQUIRE
1111 LINCOLN ROAD MALL, STE. 500
MIAMI BEACH FL 33139
%LEO ROSE, JR., ESQUIRE
1111 LINCOLN ROAD MALL, STE. 500
MIAMI BEACH FL 33139

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 2a. Mailing Address
21 4 NEW KING STREET 26 4 NEW KING STREET
Suite, Apt. #, etc. Suite, Apt. #, etc.
22 PO BOX 339 27 PO BOX 339
City & State City & State
23 PURCHASE, NY 28 PURCHASE, NY
Zip Country Zip Country
24 10577-0339 25 USA 29 10577-0339 30 USA

3. Date Incorporated or Qualified
03/07/1989
4. FEI Number 65-0113099 Applied For Not Applicable
5. Certificate of Status Desired \$8.75 Additional Fee Required
6. Election Campaign Financing \$5.00 May Be Added to Fees
7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent

ROSE, LEO JR.
1111 LINCOLN ROAD MALL
SUITE 500
MIAMI BEACH FL 33139

10. Name and Address of New Registered Agent

B1 Name TB Registered Corporation
B2 Street Address (P.O. Box Number is Not Acceptable)
Suntrust International Center
B3 1 Southeast Third Avenue, Suite 2400
B4 City Miami FL B5 Zip Code 33131

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Leo Rose, Jr. Vice President

(NOTE: Registered Agent signature required when reinstating)

DATE

6/16/98

12. OFFICERS AND DIRECTORS

TITLE DT
NAME FLINN, ROBERT
STREET ADDRESS 1415 BOSTON POST RD
CITY-ST-ZIP LARCHMONAT NY
TITLE S
NAME BENEROFFE, MITCHELL I
STREET ADDRESS MPO BOX 339 4 NEW KING STREET
CITY-ST-ZIP PURCHASE NY
TITLE VP
NAME WARD, DAVID
STREET ADDRESS 2401 NW RESERVE PARK TRA
CITY-ST-ZIP PORT ST. LUCIE FL
TITLE P
NAME BENEROFFE, ANDREW R
STREET ADDRESS MPO BOX 339 4 NEW KING STREET
CITY-ST-ZIP PURCHASE NY
TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

14. I 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 and supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation on the receipt or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or in an attachment with an address.

SIGNATURE

Leo Rose, Jr. Vice President 6/16/98

CR2E034 (10/97)