

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
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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FILING FEE \$ 188.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company	DOCUMENT # L92000000008
G AND F, L.C. % SIDNEY GIMBEL 10155 COLLINS AVENUE, #1907 BAL HARBOUR FL 33154	

1a. Principal Place of Business Address
% INTERCONTINENTAL DEV. CO. 2124 N.E. 123RD ST., #205-54 N. MIAMI FL 33181

2. Principal Place of Business		2a. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country

3. Date Organized or Qualified	3a. State of Formation
11/02/1992	FL
4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
65-0396398	
5. Date of Last Report	6. Certificate of Status Desired
04/10/1997	\$8.75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent
KLEINFELD, DENIS A 1 S.E. 3RD AVENUE SUITE 1940 MIAMI FL 33131

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
	FL

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
M	GIMBEL, SIDNEY	1019 KANE CONCOURSE	BAY HARBOR FL
M	FRIEDMAN, PETER	1019 KANE CONCOURSE	BAY HARBOR FL

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****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) (f), 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: *Sidney Gimbel* 3-9-98