


**FILE NOW: Fee after May 1, will be \$588.75**

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997				FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS		<b>FILED</b> SECRETARY OF STATE DIVISION OF CORPORATIONS  97 SEP -2 AM 11:55	
<b>FILING FEE</b> \$ 203.75		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>					
1. Name and Mailing Address of Limited Liability Company  PENGUIN L.C. 100 N BISCAYNE BLVD 21ST FLOOR MIAMI FL 33132		<b>DOCUMENT #</b> 1,93000000194				1a. Principal Place of Business Address  100 N BISCAYNE BLVD 21ST FLOOR MIAMI FL 33132	
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.							
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified		3a. State of Formation	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		06/17/1993		FL	
City & State		City & State		4. FEI Number		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
Zip		Country		5. Date of Last Report		6. Certificate of Status Desired	
				04/29/1996		<input type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent				8. Name and Address of New Registered Agent			
BAUR, THOMAS 100 N BISCAYNE BLVD 21ST FLOOR MIAMI FL 33132				Name  Street Address (P.O. Box Number is Not Acceptable)  Suite, Apt. #, etc.  City <b>FL</b> 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 _____ (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	KRAETZ, JOSEF		100 N BISCAYNE BLVD 21ST F		MIAMI FL		
M	NAPIER, PHILIP J		100 N BISCAYNE BLVD 21ST F		MIAMI FL		
					700002285187--0 -09/04/97--01099--016 *****588.75 *****588.75  <b>KWM</b>		
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: _____ <i>[Signature]</i> _____ Date: <u>Aug 21/ 97</u> (305) 377-3561 Daytime Phone #							