
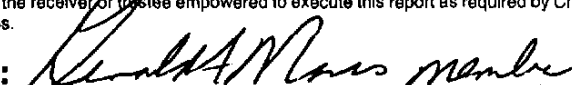


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1998</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS		<b>FILED</b>  98 MAR 30 PM 2:45  SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<b>FILING FEE</b> Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee <b>\$ 188.75</b> Make Check Payable To: <b>FLORIDA DEPARTMENT OF STATE</b>					
1. Name and Mailing Address of Limited Liability Company  <b>DOCUMENT # L93000000443</b>  <b>FIVE STAR HOLDINGS, L.C.</b> <b>1401 BRICKELL AVE</b> <b>SUITE 530</b> <b>MIAMI FL 33131</b>			1a. Principal Place of Business Address  <b>1401 BRICKELL AVE</b> <b>SUITE 530</b> <b>MIAMI FL 33131</b>		
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 <b>12/22/1993</b>  4. FEI Number <b>65-0504098</b>  5. Date of Last Report <b>04/11/1997</b>	
				3a. State of Formation <b>FL</b>  <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
7. Name and Address of Current Registered Agent  <b>MARCO, GERALD A</b> <b>1401 BRICKELL AVE</b> <b>SUITE 530</b> <b>MIAMI FL 33131</b>			8. Name and Address of New Registered Agent/Office  Name  Street Address (P.O. Box Number is Not Acceptable) <b>400002477164--0</b> Suite, Apt. #, etc. <b>04/02/98 01084-015</b> <b>****188.75 ****188.75</b>  City Zip Code <b>FL</b>		
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 _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>			DATE _____		
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
M	MARCO, GERALD A	1401 BRICKELL AVE		MIAMI FL	
M	CUMMINGS, PAUL M	1428 BRICKELL AVE SUITE 4		MIAMI FL	
M	VOLSKY, GEORGE	1101 BRICKELL AVE SUITE 1		MIAMI FL	
M	JACOBS, ERIC	13594 SW 58TH AVE		MIAMI FL	
M	FEINSTEIN, MARVIN	120-B S UNIVERSITY DR		PLANTATION FL	
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: 		3/25/98 (305) 371-7200			
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date		Daytime Phone #	