
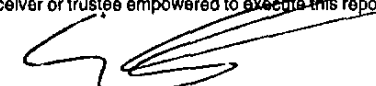


**FILE NOW: Fee after May 1, will be \$588.75**

<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1997</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	<b>FILED</b> <b>SECRETARY OF STATE</b> <b>DIVISION OF CORPORATIONS</b>  <b>97 SEP 22 AM 9: 52</b>	
<b>FILING FEE</b> <b>\$ 203.75</b>		<b>Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>		
<b>1. Name and Mailing Address of Limited Liability Company</b>  <b>REAL SAFE HOLDING. L.C.</b> <b>450 34TH ST N</b> <b>ST PETERSBURG 33 713</b>		<b>DOCUMENT #L94000000324</b>  <b>1a. Principal Place of Business Address</b>  <b>450 34TH ST N</b> <b>ST PETERSBURG 33 713</b>		
<small>If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.</small>				
<b>2. Principal Place of Business</b>		<b>2a. Mailing Address</b>		<b>3. Date Organized or Qualified</b> <b>07/15/1994</b>
Suite, Apt. #, etc.		Suite, Apt. #, etc.		<b>3a. State of Formation</b> <b>FL</b>
City & State		City & State		<b>4. FEI Number</b> <b>59-3268428</b>
Zip	Country	Zip	Country	<b>5. Date of Last Report</b> <b>05/24/1996</b>
				<b>6. Certificate of Status Desired</b> <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b> <input type="checkbox"/>
<b>7. Name and Address of Current Registered Agent</b>  <b>BACON, DAVID A</b> <b>2959 FIRST AVE N</b> <b>ST PETERSBURG FL 33713</b>		<b>8. Name and Address of New Registered Agent</b>  Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City <b>FL</b> Zip Code		
<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.</b>				
<b>SIGNATURE</b> _____ <b>DATE</b> _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>				
<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>		<b>City, State and Zip Code</b>
MEM	ADVENTURE LEASING, INC	450 34TH ST N		ST PETERSBURG FL
MEM	CHALLENGER CATERING, I	1775 NW 70TH ST		MIAMI FL
<b>400002304744--8</b> <b>-09/26/97--01066--003</b> <b>****588.75 ****588.75</b>  <b>KRM</b>				
<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) (l), 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.</b>				
<b>SIGNATURE:</b>  <b>Espen Tandberg</b> <b>9/16/97</b> <b>813-327-3000</b> <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #</small>				