
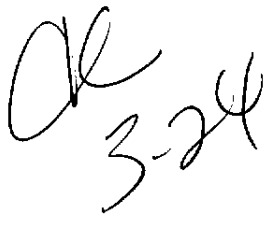


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998				FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee \$ 188.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE					
1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT #</b> L94000000535  ACQUISITION VENTURES, L.C. % FIELDSTONE, LESTER AND SHEAR 200 S. BISCAYNE BLVD., SUITE 2100 MIAMI FL 33131-2104				1a. Principal Place of Business Address  % FIELDSTONE, LESTER AND SHEAR 200 S. BISCAYNE BLVD., SUITE MIAMI FL 33131	
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 09/30/1994 3a. State of Formation FL <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
4. FEI Number 65-0576624				5. Date of Last Report 09/11/1997	
7. Name and Address of Current Registered Agent  LESTER, PAUL A 200 S. BISCAYNE BLVD. SUITE 2100 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 100002466831--0 -03/24/98--01085--002 ***188.75 ***188.75 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 _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	SILFEN, H. WILLIAM	356 GOLFVIEW ROAD		N. PALM BEACH FL	
MEM	SARISOHN, BERNARD	% 2601 S. BAYSHORE DR., SU		MIAMI 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: \_\_\_\_\_

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

Date

Daytime Phone #

3/12/98