

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham 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 # L95000000978
ROYAL APARTMENTS HOLDINGS, L.C. 11767 S DIXIE HWY SUITE 106 MIAMI FL 33156	

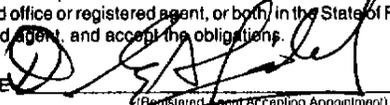
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1a. Principal Place of Business Address
11767 S DIXIE HWY SUITE 106 MIAMI FL 33156

2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.	Suite, Apt. #, etc.	12/20/1995	FL
City & State	City & State	4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	65-0627429	5. Date of Last Report
		02/10/1997	6. Certificate of Status Desired <input checked="" type="checkbox"/> Additional Fee Required

7. Name and Address of Current Registered Agent	8. Name and Address of New Registered Agent/Office
SKINNER, TRACEY A 4675 POINCE DE LEON BLVD SUITE 305 CORAL GABLES FL 33146	Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL 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: 3-9-98

(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	CAMPANO, GASTON	11767 S DIXIE HWY, SUITE 1	MIAMI FL
MGRM	CAMPANO, GASTON V	3900 N.W. 79 AVENUE, SUITE	MIAMI FL
MGRM	HERNANDEZ, EDMUNDO	3900 N.W. 79 AVENUE, SUITE	MIAMI FL

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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:  DATE: 3-9-98 805600

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Daytime Phone #