


2nd NOTICE:

Limited Liability Company Will Be Dissolved On Or
After October 8, 1997. If Dissolved, Minimum Amount
Due To Reinstate: \$703.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997				FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 588.75		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee + \$385.00 Late Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company		DOCUMENT # L96000000861			
CHIPPENDALES PROPERTIES, L.C. 7380 SAND LAKE RD SUITE 350 ORLANDO FL 32819		1a. Principal Place of Business Address 7380 SAND LAKE RD SUITE 350 ORLANDO FL 32819			
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	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		08/09/1996	
City & State		City & State		4. FEI Number	
Zip		Country		59-3407714	
				5. Date of Last Report	
				6. Certificate of Status Desired	
				SB 75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent			8. Name and Address of New Registered Agent		
WILLIAM B. PRINGLE, III, P.A. 7380 SAND LAKE RD SUITE 350 ORLANDO FL 32819			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 _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating) DATE _____					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MEM	CHIPPENDALES U.S.A., I	7380 SAND LAKE RD SUITE 35		ORLANDO FL	
MEM	CHIPPENDALES HOLDINGS,	7380 SAND LAKE RD SUITE 35		ORLANDO FL	
				400002285174--1 -09/04/97--01099--008 ****588.75 ****588.75	
				KWM	

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:

William B. Pringle, III

8/28/97

407 345 0004