


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 Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 MAY -1 PM 4:08					
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company		DOCUMENT # L96000000861		1a. Principal Place of Business Address	
CHIPPENDALES PROPERTIES, L.C. 7380 SAND LAKE RD SUITE 350 ORLANDO FL 32819				7380 SAND LAKE RD SUITE 350 ORLANDO FL 32819	
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		3a. State of Formation	
Zip		Country		FL	
				4. FEI Number	
				59-3407714	
				5. Date of Last Report	
				09/02/1997	
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent/Office			
PRINGLE, WILLIAM R III, PA 7380 SAND LAKE RD SUITE 350 ORLANDO FL 32819		Name			
		Street Address (P.O. Box Number is Not Acceptable)			
		Suite, Apt. #, etc.			
		City			
		Zip Code			
		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	
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	
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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:

Louis J. Pearlman

4-27-98

(407) 351-0011

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

Date

Daytime Phone #