

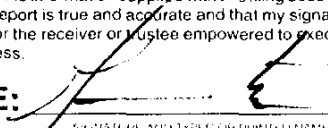


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
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 FORTITUDE BRANDS, L.C. C/O FRANCO STANZIONE 1915 BRICKELL AVE. APT. C-908 MIAMI FL 33129		DOCUMENT # 196000001005			
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		1a. Principal Place of Business Address C/O FRANCO STANZIONE 1915 BRICKELL AVE. APT. C-90 MIAMI FL 33129	
3. Date Organized or Qualified 09/24/1996		3a. State of Formation FL			
4. FEI Number 65-0716989		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable			
5. Date of Last Report 07/27/1998		6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required			
7. Name and Address of Current Registered Agent CORPORATE ACCESS, INC. 236 E. 6th Ave. TALLAHASSEE FL 32303				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 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 Filing this)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	STANZIONE, FRANCO	1915 BRICKELL AVE. APT C-9		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:  FRANCO STANZIONE / 2-22-99 / 305 8586850					