
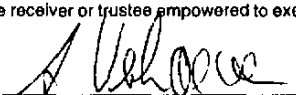


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

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 APR 29 AM 11:33
FILING FEE 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 F + V HOLDING L.C. C/O MONDRIAN STUDIO LLC 712 FIFTH AVENUE, 30TH FLOOR NEW YORK NY 10019		DOCUMENT # L97000000101 1a. Principal Place of Business Address C/O MONDRIAN STUDIO LLC 712 FIFTH AVENUE, 30TH FLOOR NEW YORK NY 10019	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		3a. State of Formation FL 3. Date Organized or Qualified 01/24/1997 4. FEI Number 98-0172878 5. Date of Last Report 6. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable <input type="checkbox"/> Additional Fee Required	
7. Name and Address of Current Registered Agent CORPORATE CREATIONS ENTERPRISES, INC. 4521 PGA BOULEVARD SUITE 211 PALM BEACH GARDENS FL 33418		8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) 500002512005--1 Suite, Apt. #, etc. -05/05/98--01136--008 ****188.75 ****188.75 City FL 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 _____	
(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	FRANKE, HORST	712 FIFTH AVE, 30TH FLOOR	NEW YORK NY
MGRM	VERHOEVEN, ANDREAS	712 FIFTH AVE, 30TH FLOOR	NEW YORK NY
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: 		ANDREAS VERHOEVEN 04/27/98 43-221-9483263	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date	Daytime Phone #