

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

98 APR 22 PM 3:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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
DOCUMENT # L97000000214

RAKEL PROPERTIES. L.C.
C/O NORMAN LEOPOLD, ESQUIRE
20801 BISCAYNE BOULEVARD, SUITE 501
AVENTURA FL 33180

1a. Principal Place of Business Address
C/O NORMAN LEOPOLD, ESQUIRE
20801 BISCAYNE BOULEVARD, SU
AVENTURA FL 33180

2. Principal Place of Business
Suite, Apt. #, etc.
City & State
Zip Country

2a. Mailing Address
Suite, Apt. #, etc.
City & State
Zip Country

3. Date Organized or Qualified
02/21/1997

3a. State of Formation
FL

4. FEI Number
65-0731735
 Applied For
 Not Applicable

5. Date of Last Report

6. Certificate of Status Desired
 \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent
LEOPOLD, NORMAN ESQ
20801 BISCAYNE BOULEVARD
SUITE 501
AVENTURA FL 33180

8. Name and Address of New Registered Agent/Office
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc. ~~200002504292--B~~
-04/29/98 -01006--006
City ~~***188.75~~ **FL** ~~***188.75~~

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
MGR	GUTTMAN, JOSE	AVE. SOUBLETTE ED. SAVOYA,	CARACAS, VENEZUELA O
MGR	GUTTMAN, RAQUEL	AVE. SOUBLETTE ED. SAVOYA,	CARACAS, VENEZUELA O

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: *Raquel Guttmann*
Date: *March 27, 98*
Daytime Phone #