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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY 27 PM 3:42

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998
L9700000375
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
DOCUMENT # L9700000375
BLUE GALAXY, L.C.
C/O 200 SOUTH BISCAYNE BLVD
SUITE 1050
MIAMI FL 33131

1a. Principal Place of Business Address
C/O 200 SOUTH BISCAYNE BLVD
SUITE 1050
MIAMI FL 33131

2. Principal Place of Business
100 SE Second Street
Suite, Apt. #, etc. STE. 2600
City & State Miami, Florida
Zip 33131 Country USA

3. Date Organized or Qualified 04/01/1997
3a. State of Formation FL
4. FEI Number Applied For
 Not Applicable
5. Date of Last Report
6. Certificate of Status Desired

7. Name and Address of Current Registered Agent
BENNETT, JOSH N
FIRST UNION FINANCIAL CENTER
200 S BISCAYNE BLVD SUITE 1050
MIAMI FL 33131

8. Name and Address of New Registered Agent/Offices
Name Josh Bennett, ESQ.
Street Address (P.O. Box Number is Not Acceptable) 100 SE Second Street
Suite, Apt. #, etc. STE. 2600
City MIAMI Zip Code FL 33131

9. Pursuant to the provisions of Sections 608.416 and 608.506, 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 *Josh Bennett* DATE 5/13/1998
(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	BALDASSARRE, ANTONIO	C/O 200 SOUTH BISCAYNE BLV	MIAMI FL
		MK 5/27/98	000002549290--1 -06/05/98--01087--003 ****158.75 ****158.75

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: *Antonio Baldassarre* ANTONIO BALDASSARRE MAY 13/1998 (905) 885-4511
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #

L97000000375 (2)

FROM THE DESK OF

5/26/98

JOSH N. BENNETT

Cindy:

please expedite
+ tell State that
I changed addresses
that is why it is
filed late.

Thanks.

Fordly,

Josh Bennett

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