


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

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DIVISION OF CORPORATIONS

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LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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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 # L97000000402 PANAFAST, L.C. % MELVIN G. ALPERIN 2100 S OCEAN BLVD. SUITE 502-S PALM BEACH FL 33480-5210

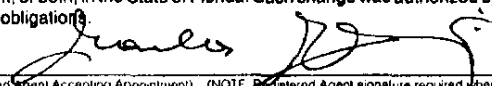
1a. Principal Place of Business Address % MELVIN G. ALPERIN 2100 S OCEAN BLVD. SUITE 502 PALM BEACH FL 33480
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2. Principal Place of Business 1588 N.W. 159TH ST. Suite, Apt. #, etc.	2a. Mailing Address 1588 N.W. 159TH ST. Suite, Apt. #, etc.	3. Date Organized or Qualified 04/09/1997	3a. State of Formation FL
City & State MIAMI, FLORIDA	City & State MIAMI, FLORIDA	4. FEI Number 06-1486214	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip 33169-5635	Country U.S.A.	5. Date of Last Report 9/27/97	6. Certificate of Status Desired SB 75 Additional Fee Required <input checked="" type="checkbox"/>

7. Name and Address of Current Registered Agent ALPERIN, MELVIN G 2100 S OCEAN BLVD. SUITE 502-S PALM BEACH FL 33480
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8. Name and Address of New Registered Agent/Office Name CARLOS MARTINEZ Street Address (P.O. Box Number is Not Acceptable) c/o PANAFAST LTD. CO. Suite, Apt. #, etc. 1588 N.W. 159TH STREET City MIAMI Zip Code FL 33169-5635

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.

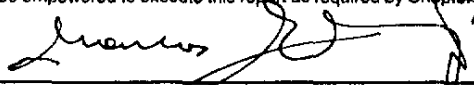
SIGNATURE  DATE 4/16/98

(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	HIRSCH, DAVID M	P.O. BOX 879	PAWTUCKET RI
MGR	MARTINEZ, CARLOS E	407 PARK AVENUE SOUTH SUITE	NEW YORK NY

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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)(l), 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:  DATE 4/16/98 (205) 629-595

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #