



APR. 26. 1999 1:16PM

NO. 302 P. 2/3

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

<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1999</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> <b>Secretary of State</b> <b>DIVISION OF CORPORATIONS</b>		<b>FILED</b> APR 29 PM 5:00 SECRETARY OF STATE	
<b>FILING FEE \$ 188.75</b> <b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>					
<b>1. Name and Mailing Address of Limited Liability Company</b> <b>DOCUMENT # L970000000004</b> <b>ASSET BETA CAPITAL, LLC</b> <b>900 BAY DR. # 726</b> <b>MIAMI BEACH, FL 33141</b>			<b>1a. Principal Place of Business Address</b>  		
<b>2. Principal Place of Business</b> Suite, Apt. #, etc. City & State Zip      Country		<b>2a. Mailing Address</b> Suite, Apt. #, etc. City & State Zip      Country		<b>3. Date Organized or Qualified</b> <b>5/30/97</b> <b>4. FEI Number</b> <b>65-0763402</b> <b>5. Date of Last Report</b> <b>On or before 5/1/98</b>	
				<b>3a. State of Formation</b> <b>FL</b> <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
<b>7. Name and Address of Current Registered Agent</b> <b>SERGIO SALANI</b> <b>ASSET BETA CAPITAL, LLC</b> <b>900 BAY DR. # 726</b> <b>MIAMI BEACH, FL 33141</b>			<b>8. Name and Address of New Registered Agent/Office</b> Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City      Zip Code <b>FL</b>		
<b>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.</b>					
<b>SIGNATURE</b> _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when resigning)</small>			<b>DATE</b> _____		
<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>		<b>City, State and Zip Code</b>	
<b>MGRM</b>	<b>SERGIO SALANI</b> <b>900 BAY DR., # 726</b> <b>MIAMI BEACH, FL 33141</b>			200002865802--7 -05/06/99--01097--006 ****188.75 ****188.75 	
<b>MGR</b>	<b>JAMES B. TERLIZZI</b> <b>750 Pine Chase Ct.</b> <b>Wellington, FL 33414</b>				
<b>11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (f), 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 606, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.</b>					
<b>SIGNATURE:</b> _____ <small>SIGNATURE AND TITLE OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>			<b>4/26/99</b> <b>(770) 261 1227</b> <small>Daytime Phone #</small>		