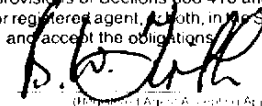
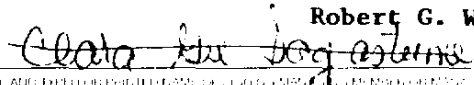


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		99 MAY 13 PM 4:31 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
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 # L97000000692		1a. Principal Place of Business Address	
V. SHIPS FLORIDA L. C. 1101 BRICKELL AVE., 3RD FLOOR, NORTH TOWER MIAMI FL 33131				1101 BRICKELL AVE., 3RD FLOOR MIAMI FL 33131	
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		06/25/1997	
City & State		City & State		4. FEI Number	
Zip		Zip		65-0763358	
Country		Country		5. Date of Last Report	
				06/01/1998	
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent/Office			
HOWELL, EDWARD G 1101 BRICKELL AVE., 3RD FLOOR, NORTH MIAMI FL 33131		Name BRUCE W. FIRTH Street Address (P.O. Box Number is Not Acceptable) 1101 BRICKELL AVE SUITE # 302-S Suite, Apt. #, etc. MIAMI FL City MIAMI Zip Code FL 33131			
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, both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. Thereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE 		DATE 4.13.99			
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	WELLNER, ROBERT G	22 JERICHO TURNPIKE		MINEOLA NY	
MGR	BIGGI, TULLIO	22 JERICHO TURNPIKE		MINEOLA NY	
MGR	JUAN, CARLOS	5805 BLUE LAGOON DR., STE.		MIAMI FL	
MGR	VALDANO, JUAN C	100 SE 2ND ST., STE. 2930		MIAMI FL	
				800002883178--4 -05/21/99--01117--021 ****197.50 ****197.50	
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:		Robert G. Wellner  -4-13-99 3 MAY 1999			