
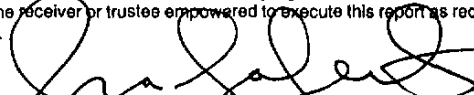


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998				FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
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 # L97000001076		
PBG OP ASSOCIATES L.C. C/O TITAN MANAGEMENT L.P. 53 FOREST AVENUE, 2ND FLOOR OLD GREENWICH CT 06870			1a. Principal Place of Business Address C/O TITAN MANAGEMENT L.P. 53 FOREST AVENUE, 2ND FLOOR OLD GREENWICH CT 06870		
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		09/26/1997	FL
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Country		65-0782643	
				5. Date of Last Report	6. Certificate of Status Desired
				NONE	See Additional Fee Required <input type="checkbox"/>
7. Name and Address of Current Registered Agent			8. Name and Address of New Registered Agent/Office		
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324			Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code		
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 _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	SAFERSTEIN, IRA E	53 FOREST AVENUE, 2ND FLOOR		OLD GREENWICH CT	
MGR	YUDELL, ALLEN	17152 MANDYLYNN COURT		BOCA RATON FL	
700002452807--0 -03/10/98--01087--017 ***188.75 ***188.75					
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:  2/23/98 203-698-0736 <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #</small>					