


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
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

90 APR -7 PM 2:21

FILING FEE \$ 188.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company DOCUMENT # L97000001239 10101 BAY ASSOCIATES, L.C. C/O CREST MANAGEMENT SERVICES, INC. 10800 BISCAYNE BLVD., #400 MIAMI FL 33161
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1a. Principal Place of Business Address C/O CREST MANAGEMENT SERVICE 10800 BISCAYNE BLVD., #400 MIAMI FL 33161

2. Principal Place of Business Suite, Apt #, etc. City & State Zip	2a. Mailing Address Suite, Apt #, etc. City & State Zip	3. Date Organized or Qualified 11/05/1997	3a. State of Formation FL
		4. FEI Number 65-0790430	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
		5. Date of Last Report 03/12/1998	6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent MELAND & RUSSIN, P.A. 2420 FIRST UNION FINANCIAL CENTER 200 SOUTH BISCAYNE BLVD. MIAMI FL 33131	8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt #, etc. City Zip Code FL
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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) _____
(If Officer or Agent Accepting Appointment) (If Officer or Agent, please print name, title, and company)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	GOLDSTEIN, STUART D	10800 BISCAYNE BLVD. #400/	MIAMI FL
MGRM	FEDER, ERIC M	10800 BISCAYNE BLVD. #400/	MIAMI FL
MGRM	ROSENBERG, RYAN	10800 BISCAYNE BLVD. #400/	MIAMI FL
MGRM	ROSENBERG, CHARLES	10800 BISCAYNE BLVD. #400/	MIAMI FL

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****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:  mg. Member 3-22-99