
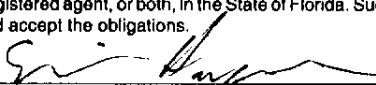



File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998				FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED 98 MAR 19 PM 3:39 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 # L97000001247				1a. Principal Place of Business Address	
BENCORP INTERNATIONAL LIMITED COMPANY 23 SOUTH 3RD FERNANDINA BEACH FL 32034						23 SOUTH 3RD FERNANDINA BEACH FL 32034	
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified		3a. State of Formation	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		11/07/1997		FL	
City & State		City & State		4. FEI Number		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
Zip		Country		5. Date of Last Report		6. Certificate of Status Desired	
						SB 25 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent				8. Name and Address of New Registered Agent/Office			
HARGROVE, ERIC 2248 NORTHWEST 5TH PLACE GAINESVILLE FL 32603				Name HARGROVE, ERIC			
				Street Address (P.O. Box Number is Not Acceptable) 23 SOUTH 3RD ST.			
				Suite, Apt. #, etc.			
				City FERNANDINA BEACH FL			
				Zip Code 32034			
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 3/16/98			
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)							
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code			
MGRM	COHN, YEHUDAH BENJAM	393 WEST END AVENUE, SUITE 2A		NEW YORK NY 10024			
				100002464121--8			
				-03/20/98--0111B--019			
				****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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

Date

Daytime Phone #

3/2/98

212/496/2850