
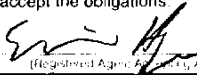
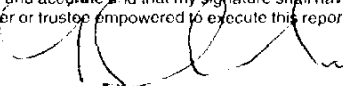


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS	
<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>	
1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT # L97000001247</b> <b>BENCORP INTERNATIONAL LIMITED COMPANY</b> <b>2227 SADLER RD., SUITE B</b> <b>FERNANDINA BEACH FL 32034</b>		1a. Principal Place of Business Address <b>2227 SADLER RD., SUITE B</b> <b>FERNANDINA BEACH FL 32034</b>	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country	
3. Date Organized or Qualified <b>11/07/1997</b>		3a. State of Formation <b>FL</b>	
4. FEI Number <b>59-3477052</b>		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report <b>03/19/1998</b>		6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent <b>HARGROVE, ERIC</b> <b>23 SOUTH 3RD STREET</b> <b>FERNANDINA BEACH FL 32034</b>		8. Name and Address of New Registered Agent/Office Name <b>Eric Hargrove</b> Street Address (P.O. Box Number is Not Acceptable) <b>2227 Sadler Rd., Suite B</b> Suite, Apt. #, etc. City <b>Fernandina Beach FL</b> Zip Code <b>32034</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. SIGNATURE  DATE <b>2/18/99</b>			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
<b>MGRM</b>	<b>COHN, YEHUDAH BENJAM</b>	<b>393 WEST END AVENUE, SUITE</b>	<b>NEW YORK NY</b>
			<b>000002794750-6</b> <b>03/04/99-01075-005</b> <b>****188.75 ****188.75</b>  <b>AL MAR - 3, 1999</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)(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:  <b>2/23/99 212 496 2850</b>			

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

000002794750-6  
03/04/99-01075-005  
\*\*\*\*188.75 \*\*\*\*188.75

AL MAR - 3, 1999