


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		FILED 99 MAR 12 PM 2: 01 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 # L98000000454 BEM PROPERTIES LLC 4407 VINELAND ROAD STE. D-6 ORLANDO FL 32811		1a. Principal Place of Business Address 4407 VINELAND ROAD STE. D-6 ORLANDO FL 32811			
2. Principal Place of Business <i>Orlando FL</i> Suite, Apt. #, etc. <i>2328 Titan Row</i> City & State		2a. Mailing Address <i>2328 Titan Row</i> Suite, Apt. #, etc. <i>Orlando FL</i> City & State		3. Date Organized or Qualified 04/07/1998	
Zip <i>32809</i>		Country <i>ORANGE</i>		4. FEI Number 59-3505777	
5. Date of Last Report 4-7-98		6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required			
7. Name and Address of Current Registered Agent GONZALEZ, EDWARD A 4407 VINELAND ROAD STE. D-6 ORLANDO FL 32811			8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) <i>2328 Titan Row</i> Suite, Apt. #, etc. City <i>Orlando</i>		
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.			DATE 3-9-99		
SIGNATURE <i>[Signature]</i>					
(Registered Agent Accepting Appointment, Agent, Registered Agent's signature, and the date of filing)					
10. Title Managing Members/Managers		Business Street Address		City, State and Zip Code	
MGRM GONZALEZ, EDWARD A		10285 COVE LAKE DRIVE		ORLANDO FL	
MGRM GONZALEZ, MARITZA		10285 COVE LAKE DRIVE		ORLANDO FL	
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: <i>[Signature]</i> 3-8-99 407-426-7737					