


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	
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 # L98000000624			
THE ATLANTIC BATH CLUB, L.C. 49 West 45th street, 12th floor New York, NY 10036				1a. principal place of business 1688 Meridian Avenue, suite 506 Miami Beach, FL 33139	
2. Principal Place of Business 1688 Meridian Avenue		2a. Mailing Address		3. Date Organized or Qualified 5/15/98	
Suite, Apt. #, etc. Suite 506		Suite, Apt. #, etc.		3a. State of Formation FL	
City & State Miami Beach, FL		City & State		4. FEI Number 58-2401039	
Zip 33139		Country USA		5. Date of Last Report	
				6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent			8. Name and Address of New Registered Agent/Office		
BEDZOW, MICHAEL ESQ. 20803 BISCAYNE BLVD., SUITE 200 AVENTURA FL 33138			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 _____		
10. Title Managing Members/Managers Business Street Address City, State and Zip Code					
MGR RADO, FREDERIC		1688 Meridian Avenue, suite 506		Miami Beach, FL 33139	
		4-15-99		TECHNICAL SERVICES 04/20/99--01003--011 ****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: Katherine Harris 3/1/99 305/

Signature and Title of Registered Agent or Secretary, Managing Member, or Manager