

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

99 APR 27 PM 12:00

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
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1. Name and Mailing Address of Limited Liability Company DOCUMENT # L98000000681 BREAKOUT INVESTMENTS, L.L.C. 701 BRICKELL AVENUE, SUITE 3000 MIAMI FL 33131

1a. Principal Place of Business Address 701 BRICKELL AVENUE, SUITE 3 MIAMI FL 33131

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 05/26/1998	3a. State of Formation FL
		4. FEI Number 65-0899732	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
		5. Date of Last Report	6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent INTRASTATE REGISTERE, D AGENT CORP 701 BRICKELL AVENUE, SUITE 300 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 FL Zip Code
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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 _____
(Registered Agent Accepting Appointment) (Date of Signature)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	DE OLAZARRA, ALLEN	701 BRICKELL AVENUE, SUITE	MIAMI FL
MGR	TOUZET, RODOLFO PRIO	701 BRICKELL AVENUE, SUITE	MIAMI FL

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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  4/26/99 315-995-9998