
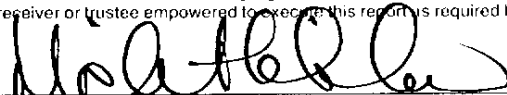


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS  99 MAR 23 AM 10:37	
<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>LINCOLN 511 LLC C/O JENEL MANAGEMENT CORP. 275 MADISON AVENUE NEW YORK NY 10016</b>		<b>DOCUMENT # L98000000920</b>		1a. Principal Place of Business Address <b>C/O JENEL MANAGEMENT CORP. 275 MADISON AVENUE NEW YORK NY 10016</b>		<i>99-AR cm</i>	
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>06/15/1998</b>		3a. State of Formation <b>FL</b>	
				4. FEI Number <b>22-3613621</b>		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				5. Date of Last Report		6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent <b>UNITED CORPORATE SERVICES, INC. 801 N.E. 167TH STREET, SUITE 300 NORTH MIAMI BEACH FL 33162</b>				8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc City Zip Code <b>30000282828-2 -04/01/99 -01054 -007 ***188.75 ***188.75 FL</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 _____			
<small>(Registered Agent Accepting Appointment) (Not Registered Agent signature, to be used when not a firm)</small>							
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code			
MGRM	AUG, CHARLES	360 LEXINGTON AVE.		NEW YORK NY			
MGRM	BOTSARIS, PETER	360 LEXINGTON AVE.		NEW YORK NY			
MGRM	DUSHEY, ABE	1903 EAST 5TH STREET		BROOKLYN NY			
MGRM	DUSHEY, JACK	275 MADISON AVE.		NEW YORK NY			
MGRM	HAMWAY, EZRA	905 OCEAN PARKWAY		BROOKLYN NY			
MGRM	HIRSCHHORN, MICHAEL	30 FAIR LANE		JERICHO NY			
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: 				3/4/99 (212) 889-6405			