
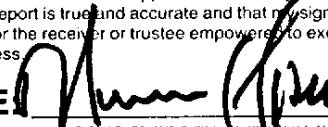


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 99 APR 29 PM 4:14	
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 NORCLIFF LLC 215-S.W.-LE-JEUNE-ROAD MIAMI-FL-33134		DOCUMENT # L98000001753		1a. Principal Place of Business Address 215-S.W.-LE-JEUNE-ROAD MIAMI-FL-33134	
2 Principal Place of Business 2333 Brickell Avenue Suite, Apt. #, etc. Suite D-1 City & State Miami, Florida Zip 33129 Country USA		2a. Mailing Address 2333 Brickell Avenue Suite, Apt. #, etc. Suite D-1 City & State Miami, Florida Zip 33129 Country USA		3. Date Organized or Qualified 09/04/1998 3a. State of Formation FL 4. FEI Number 65-0861971 <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 DAVID, MARY ANN Y ESQ 215-S.W.-LE-JEUNE-ROAD MIAMI-FL-33134		8. Name and Address of New Registered Agent/Office Name David, Mary Ann Y, Esq. Street Address (P.O. Box Number is Not Acceptable) 2333 Brickell Avenue Suite, Apt. #, etc. Suite D-1 City Miami, Florida Zip Code FL 33129			
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) (NOTE: Registered Agent signature required when appointing)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	ROSEN, CLIFFORD D	215-S.W.-LE-JEUNE-ROAD		MIAMI-FL	
MGRM	ROSEN, NORMAN S	215-S.W.-LE-JEUNE-ROAD		MIAMI-FL	
MGRM	Rosen, Clifford D.	2333 Brickell Avenue Suite D-1		Miami, Florida 33129	
MGRM	Rosen, Norman S.	2333 Brickell Avenue Suite D-1		Miami, Florida 33129	
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 		Norman S. Rosen		4-13-99 305-859-4900	
SIGNATURE AND TYPE OF PERSON IN NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Expiration Period #					