


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

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
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LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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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 # L98000001922 KENDALE FLEXSPACE LLC 1400 NORTHWEST 107TH AVENUE MIAMI FL 33172-2704

1a. Principal Place of Business Address 1400 NORTHWEST 107TH AVENUE MIAMI FL 33172
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2. Principal Place of Business 1400 NW 107 Avenue Suite, Apt. #, etc.	2a. Mailing Address 1400 NW 107 Avenue Suite, Apt. #, etc.	3. Date Organized or Qualified 09/21/1998	3a. State of Formation FL
City & State Miami, FL	City & State Miami, FL	4. FEI Number 65-026461-1	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip 33172	Country Miami-Dade	5. Date of Last Report	6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent LEVY, JOEL 1400 NORTHWEST 107TH AVENUE MIAMI FL 33172
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8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) 7000002856987---2 Suite, Apt. #, etc. -04/29/99--01094--023 ***188.75 ***188.75 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) (NOTE: Registered Agent signature required when required by law)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	AP-ADLER SPV, LTD.	1400 NORTHWEST 107TH AVENUE	MIAMI 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:  4/15/99 (305) 392-4051
SIGNATURE AND TITLE OF PRINTED NAME OF LIMITED LIABILITY COMPANY MANAGER OR MEMBER EMPLOYER
DATE Principal Place #