

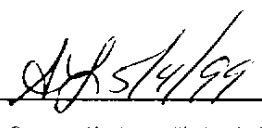



File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

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 # L98000002125	
LE CABARET OF SOUTH BEACH, LLC 220 21ST STREET MIAMI BEACH FL 33139		1a. Principal Place of Business Address 220 21ST STREET MIAMI BEACH FL 33139	
2. Principal Place of Business		2a. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip		Zip	
Country		Country	
3. Date Organized or Qualified		3a. State of Formation	
10/06/1998		FL	
4. FEI Number		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
65-0866889		6. Certificate of Status Desired	
5. Date of Last Report		\$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	
SCHREINER, CHARLES 1428 BRICKELL AVENUE, #600 MIAMI FL 33131		Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code FL	
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 4/26/99	
10. Title		Managing Members/Managers	
MGR		SCHREINER, CHARLES	
MGR		FRATELLINI, PASCAL	
Business Street Address		City, State and Zip Code	
220 21ST STREET		MIAMI BEACH FL	
220 21ST STREET		MIAMI BEACH 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.		000002868580 -- 8 05/07/99--01156--016 ****188.75 ****188.75 	
SIGNATURE: 		4/26/99 (205) 532 5450	