
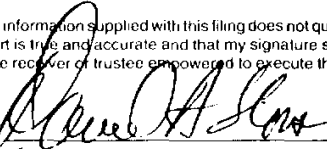


2nd and
FINAL NOTICE: File on or before Sept. 29, 1999 or Limited Liability Company will be dissolved.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 588.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee + \$400.00 Late Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company DOCUMENT # L98000002741 5102 WESTSHORE ASSOCIATES, L.C. 100 NORTH TAMPA STREET, SUITE 2650 TAMPA FL 33602		1a. Principal Place of Business Address 100 NORTH TAMPA STREET, SUITE 2650 TAMPA FL 33602	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip	2a. Mailing Address Suite, Apt. #, etc. City & State Zip	3. Date Organized or Qualified 11/16/1998	3a. State of Formation FL
		4. FEI Number 13-4047994	<input checked="" 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 BIVINS, ROBERT W 100 NORTH TAMPA STREET, SUITE 2650 TAMPA FL 33602		8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City 400002983544-8 -09/22/98-01044-002 *FL* 588.75 ***588.75	
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 _____ <small>(If Principal Agent, A.A. Country, Zip, etc. must be Registered Agent Signature required when re-registering)</small>		DATE _____ <small>(If Principal Agent, A.A. Country, Zip, etc. must be Registered Agent Signature required when re-registering)</small>	
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	SLOSS, DAVID A	40 Carl Marks + Co., Inc. 135 EAST 57TH STREET	NEW YORK NY 10022
MGR	SPEER, ROBERT	40 Carl Marks + Co., Inc. 135 East 57th Street	New York, NY 10022
MGR	DAVIDOFF, ROBERT	40 Carl Marks + Co., Inc. 135 East 57th Street	New York, NY 10022
AL			
11. I 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 furnished 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 thereto with an address.			
SIGNATURE: 		7/13/99 (212) 909-8400	
DAVID A. SLOSS, Manager			