
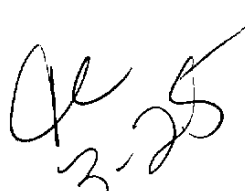
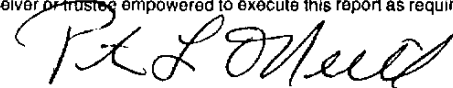


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee <b>\$ 188.75</b> Make Check Payable To: <b>FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT # M95000000228</b>  PONJEB III, L.L.C. LIMITED COMPANY C/O CARCO GROUP, INC. 17 FLOWERFIELD INDUSTRIAL PARK ST. JAMES NY 11780		1a. Principal Place of Business Address  C/O CARCO GROUP, INC. 17 FLOWERFIELD INDUSTRIAL PA ST. JAMES NY 11780	
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  08/02/1995  4. FEI Number  11-3274255  5. Date of Last Report  02/25/1997	3a. State of Formation  NJ  <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable  6. Certificate of Status Desired  <input checked="" type="checkbox"/> \$6.75 Additional Fee Required
7. Name and Address of Current Registered Agent  THE PRENTICE-HALL CORPORATION SYSTEM, 1201 HAYS STREET, SUITE 105 TALLAHASSEE FL 32301		8. Name and Address of New Registered Agent/Office  Name  Street Address (P.O. Box Number is Not Acceptable)  Suite, Apt. #, etc.  City  FL Zip Code	
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>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>		DATE _____	
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	O'NEILL, PETER L	C/O 17 FLOWERFIELD INDUST	ST. JAMES NY
MGRM	BEASLEY, JAMES E	C/O 17 FLOWERFIELD INDUST	ST. JAMES NY
			 400002471084--6 -03/27/98--01089--002 ****188.75 ****188.75

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (l), 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: \_\_\_\_\_



SIGNATURE OF REGISTERED AGENT OR SIGNING MANAGING MEMBER OR MANAGER

03/09/98 516 862 9300

Date Daytime Phone #