



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

<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1999</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 501MD-9 AM 9:16	
<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>					
<b>1. Name and Mailing Address of Limited Liability Company</b> <b>DOCUMENT # M96000000130</b>  SHELTER PROPERTIES, LLC C/O THE SHELTER GROUP 218 N. CHARLES STREET, SUITE 220 BALTIMORE MD 21201-0595				<b>1a. Principal Place of Business Address</b>  C/O THE SHELTER GROUP 218 N. CHARLES STREET, SUITE 220 BALTIMORE MD 21201	
<b>2. Principal Place of Business</b> SAME AS #1 Suite, Apt. #, etc.		<b>2a. Mailing Address</b> Suite, Apt. #, etc.		<b>3. Date Organized or Qualified</b> 04/18/1996	
<b>City &amp; State</b>		<b>City &amp; State</b>		<b>3a. State of Formation</b> MD	
<b>Zip</b>		<b>Zip</b>		<b>4. FEI Number</b> 52-1950867	
<b>Country</b>		<b>Country</b>		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
<b>5. Date of Last Report</b> 04/20/1998				<b>6. Certificate of Status Desired</b> <input type="checkbox"/> \$8.75 Additional Fee Required	
<b>7. Name and Address of Current Registered Agent</b>  C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324			<b>8. Name and Address of New Registered Agent/Office</b> Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code		
FL					
<b>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.</b>					
<b>SIGNATURE</b> _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reappointing)</small>				<b>DATE</b> _____	
<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>		<b>City, State and Zip Code</b>	
MGRM	DUKER, MARILYNN K	218 N. CHARLES STREET, SUITE 220		BALTIMORE MD	
MGRM	RICHMAN, ARNOLD I	218 N. CHARLES STREET, SUITE 220		BALTIMORE MD	
100002739781-5 -03/03/99--01079--003 ****188.75 ****188.75					
<b>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.</b>					
<b>SIGNATURE:</b> X  X 2/22/99 <small>(Signature and Title of Officer or Manager of Limited Liability Company)</small>					