

**FILE NOW: Fee after May 1, will be \$588.75**

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997	 FLORIDA DEPARTMENT OF STATE <b>Sandra B. Morley</b> SECRETARY DIVISION OF CORPORATIONS
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<b>FILING FEE</b> \$ 203.75	Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>
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1. Name and Mailing Address of Limited Liability Company  <b>GULF-EMPIRE PROPERTIES, L.L.C.</b> <b>'39 AVENUE C</b> <b>BAYONNE NJ 07002</b>	<b>DOCUMENT #</b> M96000000202
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If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc. <b>1st floor</b>	<b>39 AVE C</b>	<b>06/07/1996</b>	<b>NJ</b>
City & State	Suite, Apt. #, etc. <b>P.O. Box 8</b>	4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	City & State <b>BAYONNE NJ</b>	<b>22-3440979</b>	5. Date of Last Report
Country <b>USA</b>	Zip <b>07002</b>	6. Certificate of Status Desired	<input checked="" type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent	8. Name and Address of New Registered Agent
<b>STEINBERG, JEFFREY ESQ.</b> <b>1200 NO. FEDERAL HIGHWAY, SUITE 200</b> <b>BOCA RATON FL 33432</b>	Name  Street Address (P.O. Box Number is Not Acceptable)  Suite, Apt. #, etc. <b>4000002090904--8</b> <b>-02/18/97--01109--015</b> City <b>FL</b> ***212 Zip Code ***212.50

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 reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	RUBENSTEIN, STEVEN	39 AVENUE C	BAYONNE NJ 07002
MGRM	RUBENSTEIN, WILLIAM	39 AVE C	Bayonne, NJ 07002

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:**  **WILLIAM RUBENSTEIN, G.P.** 1-27-97 201-437-6500  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #