

2nd and 3rd File on or before Sept. 30, 1998 or Limited Liability Company will be
FINAL NOTICE: dissolved. If dissolved, minimum amount due to reinstate: \$688.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998	 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 588.75	Annual Report \$100.00 + \$68.75 Corporation Supplemental Fee + \$400.00 Late Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1 Name and Mailing Address of Limited Liability Company DOCUMENT # M96000000202 GULF-EMPIRE PROPERTIES, L.L.C. 39 AVE C P.O. BOX 8 BAYONNE NJ 07002
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2 Principal Place of Business Suite, Apt. #, etc. City & State Zip Country	2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country
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7. Name and Address of Current Registered Agent STEINBERG, JEFFREY ESQ. 1200 NO. FEDERAL HIGHWAY, SUITE 200 BOCA RATON FL 33432

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 _____
(If signed Agent Accepts 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
MGRM	RUBENSTEIN, WILLIAM	39 AVENUE C	BAYONNE NJ

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-07/28/98--01045--006
****188.75 ****188.75

dec

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: _____
(Signature and Typed or Printed Name of Signing Managing Member or Manager)

7-21-98 201-437-6500

FILED
98 JUL 23 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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GULF-EMPIRE PROPERTIES L.L.C.
THIRTY-NINE AVENUE C
POST OFFICE BOX 8
BAYONNE, NJ 07002

(201) 437-6500 FAX (201) 437-0366

July 21, 1998

Florida Department of State
Sandra B. Mortham, Secretary of State
Div. of Corporations - Registration Section
P.O. Box 6327
Tallahassee, FL 32314


To Whom It May Concern:

We are in receipt of your "2nd and Final Notice" with regard to the 1998 Annual Report. As I explained to your representative, we did not receive the first request. We were advised to send \$188.75 and this letter explaining same.

Enclosed is our check for \$188.75. If you need any further information, please do not hesitate to call.

Very truly yours,

GULF-EMPIRE PROPERTIES L.L.C.



William Rubenstein - G.P.

WR/glo