


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

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DIVISION OF CORPORATIONS

98 MAY 22 PM 4:11

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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<b>FILING FEE</b> \$ 188.75	<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>
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1. Name and Mailing Address of Limited Liability Company	<b>DOCUMENT # M97000000382</b>
SFM LLC THE MALL AT 163RD STREET 1421 N.E. 163RD STREET NORTH MIAMI BEACH FL 33162	

1a. Principal Place of Business Address
THE MALL AT 163RD STREET 1421 N.E. 163RD STREET NORTH MIAMI BEACH FL 33162

2. Principal Place of Business	2a. Mailing Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
City & State	City & State
Zip	Country

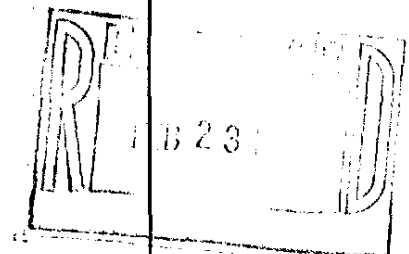
3. Date Organized or Qualified	3a. State of Formation
06/27/1997	DE
4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
13-3959899	
5. Date of Last Report	6. Certificate of Status Desired
	\$8.75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent
BROWN, MORTON P 100 SE 2ND STREET, 17TH FLOOR MIAMI FL 33131

8. Name and Address of New Registered Agent/Office
Name
Street Address (P.O. Box Number is Not Acceptable)
600002537426--9
Suite, Apt. #, etc.
-05/27/98-01098-002
****188.75 ****188.75
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 <i>Morton P. Brown</i> DATE <i>5/11/98</i>
(Registered Agent Acceptance) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	FFM HOLDING CORP,	380 MADISON AVENUE, 9TH FL	NEW YORK NY



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: <i>Morton P. Brown</i>	FFM HOLDING CORP. MANAGER	May 18, 1998	212-622-3638
AND TYPE OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date	Daytime Phone #