
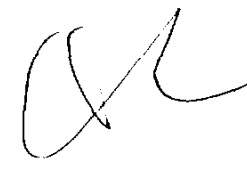
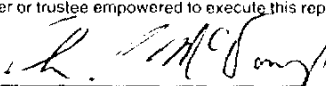


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED APR 23 PM 5:00 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company DOCUMENT # M97000000382 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 Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 06/27/1997 3a. State of Formation DE 4. FEI Number 13-3959899 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
		5. Date of Last Report 05/22/1998		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) Suite, Apt. #, etc. City Zip Code <div style="text-align: right;">FL</div>		
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 _____		
<small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when making change)</small>					
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	
800002856838--0 -04/29/99--01093--023 ****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)(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:  <div style="float: right;"> 4/20/99 (212) 622-3638 </div>					
<small>SIGNATURE AND TYPE OF OFFICIAL, FIDELITY OR GUARANTEE COMPANY, AND OTHER INFORMATION REQUIRED BY CHAPTER 608, FLORIDA STATUTES</small>					