
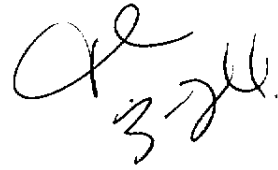


File on or before ~~May 1, 1998~~ **May 1, 1998** or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Samuel B. Goethals Secretary of State DIVISION OF CORPORATIONS		FILED 98 MAR 23 PM 3:39 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
FILING FEE Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee \$ 188.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE		DOCUMENT # M97000000490			
1. Name and Mailing Address of Limited Liability Company PENSACOLA 1997 ASSOCIATES, L.L.C. 235 MOORE STREET, SUITE 200 HACKENSACK NJ 07601			1a. Principal Place of Business Address 235 MOORE STREET, SUITE 200 HACKENSACK NJ 07601		
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 08/07/1997	
				3a. State of Formation NJ	
				4. FEI Number 22-2570163	
				<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				5. Date of Last Report	
				6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324			8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) 700002466867--8 Suite, Apt. #, etc. -03/24/98--01085--015 ***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 _____			DATE _____		
<small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	SP PENSACOLA MANAGEM,	235 MOORE STREET, SUITE 20		HACKENSACK NJ	
					

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:  Mark Rosen, Vice Pres. 2/27/98 973-292-9595