

File on or before 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
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

98 APR 27 PM 1:55

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 # M97000000530**

MTGRP, L.L.C.
85 BROAD STREET, 26TH FLOOR
NEW YORK NY 10004

1a. Principal Place of Business Address
85 BROAD STREET, 26TH FLOOR
NEW YORK NY 10004

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		08/20/1997	DE
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Zip		13-3952166	
Country		Country		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		8. Name and Address of New Registered Agent/Office	
CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		Name	
		Street Address (P.O. Box Number is Not Acceptable)	
		Suite, Apt. #, etc. 700002511837	
		City -05/05/98-01120-013	
		Zip Code ****188.75 FL ****188.75	

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
MGR	MTGLQ INVESTORS, L.P.	85 BROAD STREET, 26TH FLOOR	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: Date _____ Daytime Phone # _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER