



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	
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 # M97000000595	
BFC/ARBORS LLC 433 PLAZA REAL, SUITE 335 BOCA RATON FL 33432		1a. Principal Place of Business Address 433 PLAZA REAL, SUITE 335 BOCA RATON FL 33432	
2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.	Suite, Apt. #, etc.	09/12/1997	DE
City & State	City & State	4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	65-0809362	
		5. Date of Last Report	6. Certificate of Status Desired
		04/15/1998	\$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	
GRAGG, K. LAWRENCE C/O WHITE & CASE 200 S. BISCAYNE BLVD., SUITE 4900 MIAMI FL 33131		Name Street Address (P.O. Box Number is Not Acceptable) 400002803394--8 Suite, Apt. #, etc. -03/11/99--01121--019 ****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's signature required when re-appointing)</small>			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	CROCKER, THOMAS J	433 PLAZA REAL, SUITE 335	BOCA RATON FL
MGR	ACKERMAN, RICHARD S	433 PLAZA REAL, SUITE 335	BOCA RATON FL
MGR	CROCKER OPERATING PART	433 PLAZA REAL, SUITE 335	BOCA RATON FL
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: 		2/19/99 (561) 395-9666	
<small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGER, MEMBER OR MANAGER</small>		<small>Date</small>	