
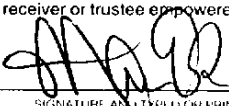


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED 99 MAR 16 PM 4: 33 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 # M97000000712 WESTMINSTER FIDELCO II, L.L.C. 225 MILLBURN AVENUE, #202 MILLBURN NJ 07041		1a. Principal Place of Business Address 225 MILLBURN AVENUE, #202 MILLBURN NJ 07041															
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 10/29/1997													
				3a. State of Formation NJ													
				4. FEI Number 22-3549343													
				<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable													
				5. Date of Last Report 04/27/1998													
				6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>													
7. Name and Address of Current Registered Agent CORPORATION SERVICE , COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301			8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. 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 reappointing)</small>																	
<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="width:10%;">10. Title</th> <th style="width:30%;">Managing Members/Managers</th> <th style="width:30%;">Business Street Address</th> <th style="width:30%;">City, State and Zip Code</th> </tr> </thead> <tbody> <tr> <td>MGRM</td> <td>BERSON, MARC E</td> <td>225 MILLBURN AVENUE, #202</td> <td>MILLBURN NJ</td> </tr> <tr> <td>MGRM</td> <td>KUSHNER, MURRAY</td> <td>981 ROUTE 22</td> <td>BRIDGEWATER NJ</td> </tr> </tbody> </table>						10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code	MGRM	BERSON, MARC E	225 MILLBURN AVENUE, #202	MILLBURN NJ	MGRM	KUSHNER, MURRAY	981 ROUTE 22	BRIDGEWATER NJ
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600002820706-0 -03/26/99--01115--029 ****188.75 ****188.75 SC 3.22.99																	
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:  <u>Marc E. Berson</u> 2/22/99 973-467-4300 <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Telephone #</small>																	