


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

<b>LIMITED LIABILITY COMPANY ANNUAL REPORT 1998</b>		 <b>FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS</b>		<b>FILED SECRETARY OF STATE DIVISION OF CORPORATIONS  98 MAY -6 AM 8: 53</b>	
<b>FILING FEE \$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
<b>1. Name and Mailing Address of Limited Liability Company</b>  <b>DOCUMENT # M97000000865</b>  <b>BGK PORTFOLIO II LLC 330 GARFIELD STREET, SUITE 200 SANTA FE NM 87501</b>		<b>1a. Principal Place of Business Address</b>  <b>330 GARFIELD STREET, SUITE 2 SANTA FE NM 87501</b>			
<b>2. Principal Place of Business</b>  Suite, Apt. #, etc.  City & State  Zip      Country		<b>2a. Mailing Address</b>  Suite, Apt. #, etc.  City & State  Zip      Country		<b>3. Date Organized or Qualified</b> <b>12/17/1997</b> <b>4. FEI Number</b> <b>85-0448022</b> <b>5. Date of Last Report</b>	
				<b>3a. State of Formation</b> <b>NM</b> <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable <b>6. Certificate of Status Desired</b> <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
<b>7. Name and Address of Current Registered Agent</b>  <b>GREENE, ROBERT C/O GREENE, DONNELLY &amp; SCHERMER 1301 6TH AVENUE WEST, SUITE 505 BRADENTON FL 34205</b>			<b>8. Name and Address of New Registered Agent/Office</b> <b>Name</b> <b>Street Address (P.O. Box Number is Not Acceptable)</b> <b>900002516309--9</b> <b>Suite, Apt. #, etc.</b> <b>-05/07/98--01127--008</b> <b>****188.75 ****188.75</b> <b>City</b> <b>FL</b> <b>Zip Code</b> <b>MAH</b>		
<b>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.</b>					
<b>SIGNATURE _____ DATE _____</b> <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>					
<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>	<b>City, State and Zip Code</b>		
MGR	GILBERT, EDWARD	330 GARFIELD STREET, SUITE	SANTA FE NM		
MGR	KOLBER, FRED	330 GARFIELD STREET, SUITE	SANTA FE NM		
MGR	BERMAN, ED	330 GARFIELD STREET, SUITE	SANTA FE NM		
<b>11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (l), 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.</b>					
<b>SIGNATURE: _____</b> <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>					
<small>Date Daytime Phone #</small>					