File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE. FILED SECRETARY OF STATE DIVISION OF CORPORATIONS LIMITED LIABILITY COMPANY FLORIDA DEPARTMENT OF STATE Sandra B. Mortham ANNUAL REPORT Secretary of State 1998 DIVISION OF CORPORATIONS 98 MAY 18 AM 8: 28 FILING FEE Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee \$ 188.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE Name and Mailing Address of Limited Liability Company **DOCUMENT #** M9700000895 1a. Principal Place of Business Address PHILIPS PALM SPRINGS REALTY, LLC 417 FIFTH AVENUE 417 FIFTH AVENUE NEW YORK NY 10016 NEW YORK NY 10016 2. Principal Place of Business 2a. Mailing Address 3. Date Organized or Qualified 3s. State of Formation 12/30/1997 4. FEI Number DE Suite, Apt. #, etc. Suite, Apt. #, etc. Applied For City & State City & State 13-398 2341 Not Applicable 6. Certificate of Status Desired Zip Country Zip Country \$8.75 Additional Fee Required 7. Name and Address of Current Registered Agent 8. Name and Address of New Registered Agent/Office Name UNITED CORPORATE SERVICES, INC. Street Address (P.O. Box Number Is Not Acceptable) 801 NORTHEAST 167TH STREET, SUITE 30 NORTH MIAMI BEACH FL 33162 Suite, Apt. #, etc. -05/19/98--01024--023 ****188.75 ****188. 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) (NOT) Registered Agent signature required when reinstating) 10. Title Managing Members/Managers **Business Street Address** City, State and Zip Code MGRM PILEVSKY, PHILIP 417 FIFTH AVENUE NEW YORK NY 11. I do hereby certify that the information supplied with this filling 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 fimited liability company or the receive 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

HING MANAGING MEMBER OR MANAGER

Daytine Phone #

attachment with an address.

SIGNATURE: