

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 15 AM 10:45

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 188.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company DOCUMENT # M98000000161 1492 ASSOCIATES, LLC C/O HOFFMAN BROTHERS 733 SUMMER STREET STAMFORD CT 06901
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1a. Principal Place of Business Address C/O HOFFMAN BROTHERS 733 SUMMER STREET STAMFORD CT 06901

2. Principal Place of Business Suite, Apt. #, etc. City & State Zip	2a. Mailing Address P. O. Box 3584 Suite, Apt. #, etc. City & State Stamford, CT Zip 06905	3. Date Organized or Qualified 02/19/1998	3a. State of Formation CT	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
		4. FEI Number 06-1108775	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 C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324

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
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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) (RPA) (Registered Agent Signature) (When Not Applicable)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	HOFFMAN, STEPHEN J	733 SUMMER STREET	STAMFORD CT
MGR	HOFFMAN, BURTON D	733 SUMMER STREET	STAMFORD CT
MGR	HOFFMAN, LAURENCE K	10 MIDDLE STREET	BRIDGEPORT CT

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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: LAURENCE K. HOFFMAN *Laurence K. Hoffman* 4-12-99 203-339-3700

SIGNATURE AND TYPE OR PRINTED NAME OF SIGNER (MANAGING MEMBER OR MANAGER) DATE OFFICE PHONE #