


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 FEB 22 AM 8:57 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 # M98000000789			
MODEL FUNDING II, LLC 2500 MILITARY TRAIL NORTH, SUITE 260 BOCA RATON FL 33431		1a. Principal Place of Business Address 2500 MILITARY TRAIL NORTH, S BOCA RATON FL 33431			
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		07/21/1998	
City & State		City & State		4. FEI Number	
Zip		Zip		65-0850077	
Country		Country		5. Date of Last Report	
				6. Certificate of Status Desired	
				875 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent				8. Name and Address of New Registered Agent/Office	
MILLER, DAVID 3565 NW 61ST CIRCLE BOCA RATON FL 33496				Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City	
				300002789299--2 -02/26/99--01111--005 ****188.75 ****188.75 FL	
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) (NOTE: Registered Agent signature required when reappointing)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	MILLER, DAVID	2500 MILITARY TRAIL NORTH,		BOCA RATON FL	
MGRM	WEISS, SAMUEL G	30 MAIN STREET		PORT WASHINGTON NY	
MGRM	KUSHAY, JOHN	2500 MILITARY TRAIL NORTH,		BOCA RATON FL	
MGRM	KUSHAY, JOAN	2500 MILITARY TRAIL NORTH,		BOCA RATON FL	
MGRM	LEDERMAN, DON	2500 MILITARY TRAIL NORTH,		BOCA RATON FL	
54 2-25-99					
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: <i>Joan Kustay</i>		5/18/99 561-995-0043			
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER					