
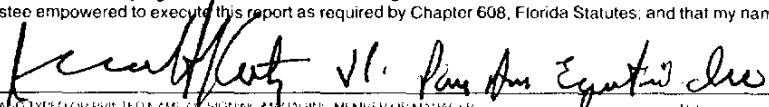


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 99 MAY -9 AM 9:15	
<b>FILING FEE</b> \$ 188.75		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company <b>WHITEHALL PROPERTIES LIMITED LIABILITY COMPANY</b> <b>% JEROME H. KATZ, V.P.</b> <b>3 NEW YORK PLAZA</b> <b>NEW YORK NY 10004</b>				DOCUMENT # M98000001046	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip		2a. Mailing Address Suite, Apt. #, etc. City & State Zip		1a. Principal Place of Business Address <b>% JEROME H. KATZ, V.P.</b> <b>3 NEW YORK PLAZA</b> <b>NEW YORK NY 10004</b>	
3. Date Organized or Qualified <b>09/18/1998</b>		3a. State of Formation <b>NY</b>		4. FEI Number <b>13-3862839</b>	
5. Date of Last Report		6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
7. Name and Address of Current Registered Agent <b>BARTLETT, BARON L ESQUIRE</b> <b>% BARTLET &amp; HEEKIN</b> <b>50 HIGHWAY 1A1A, SUITE 103</b> <b>PONTE VEDRA BEACH FL 32082</b>				8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City <b>FL</b> 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 _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when re-elected)				DATE _____	
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	PAN AM EQUITIES, INC.	3 NEW YORK PLAZA		NEW YORK NY	
MGRM	THE FM GRAND CHILDRE,	3 NEW YORK PLAZA		NEW YORK NY	
MGRM	PAMELA EQUITIES INC.,	3 NEW YORK PLAZA		NEW YORK NY	
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:  <b>Jerome H. Katz</b> V.P. Pan Am Equities Inc 2/1/99 837 Y840					