


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 99 MAR 12 PM 2: 02 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<b>FILING FEE \$ 188.75</b>		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 <b>SUN POINTE BAY LLC</b> 1180 AVENUE OF THE AMERICAS, 18TH FLOOR NEW YORK NY 10036		<b>DOCUMENT # M98000001133</b>		1a. Principal Place of Business Address 1180 AVENUE OF THE AMERICAS, NEW YORK NY 10036	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip		2a. Mailing Address Suite, Apt. #, etc. City & State Zip		3. Date Organized or Qualified 10/05/1998	
				3a. State of Formation DE	
				4. FEI Number 13-4025987 <b>APPLIED FOR</b>	
				<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				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 <b>BAUMAN, MICHAEL</b> 540 BRICKELL KEY DRIVE, SUITE C-1 MIAMI FL 33131			8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code <b>FL</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.					
SIGNATURE _____			DATE _____		
<small>(Registered Agent Accepting Appointment) (R311) (Registered Agent Signature required when filing report)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	LUSKI, DAVID	1180 AVENUE OF THE AMERICA		NEW YORK NY	
MGRM	TANSEY, FRANCIS X	1180 AVENUE OF THE AMERICA		NEW YORK NY	
MGRM	BAUMAN, MICHAEL	540 BRICKELL KEY DR., SUIT		MIAMI FL	
***188.75 ***188.75					
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: _____		3/8/99		212-764-2210	
<small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>					