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

<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1999</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		<b>FILED</b> APR 27 PM 5:00 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<b>FILING FEE \$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT # M98000001349</b>  <b>THE WHITESTONE GROUP, LLC</b> <b>1201 BRICKEL AVENUE, SUITE 210</b> <b>MIAMI FL 33131</b>		1a. Principal Place of Business Address <b>1201 BRICKEL AVENUE, SUITE 2</b> <b>MIAMI FL 33131</b>			
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified <b>11/18/1998</b> 4. FEI Number <b>11-3424836</b> 5. Date of Last Report	
				3a. State of Formation <b>NY</b> <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 6. Certificate of Status Desired <input type="checkbox"/> 6075 Additional Fee Required	
7. Name and Address of Current Registered Agent <b>UNITED CORPORATE SERVICES, INC.</b> <b>801 NORTHEAST 167TH STREET, SUITE 30</b> <b>NORTH MIAMI BEACH FL 33162</b>			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 608.608, 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) (NOTE: Registered Agent signature required when reappointing)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	SLOANE, BARRY	120 WEST 18TH STREET		NEW YORK NY	
MGRM	RUBIN, JEFFREY	111 DEER RUN		ROSLYN NY	
MGRM	WASSERMAN, BRIAN	14 WILSHIRE DRIVE		SYOSSET NY	
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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) (f), 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: _____		3/26/99		305-371-2824	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date		Daytime Phone #	