

2nd and
FINAL NOTICE: File on or before Sept. 29, 1999 or Limited Liability Company
will be dissolved.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 JUL 30 PM 3:42

FILING FEE \$ 588.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee + \$400.00 Late Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company BHS HOLDINGS, LLC 353 WORTH AVENUE PALM BEACH FL 33480	DOCUMENT # M98000001436
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1a. Principal Place of Business Address 353 WORTH AVENUE PALM BEACH FL 33480
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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 12/08/1998	3a. State of Formation NY
		4. FEI Number 13-3809960	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
		5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent SBZZ OF PALM BEACH I, NC. 353 WORTH AVENUE PALM BEACH FL 33480	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 MJH
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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 _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when re-stating) DATE _____

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	ZECKENDORF, ARTHUR	770 LEXINGTON AVENUE	NEW YORK 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)(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: 
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER