SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.

FILED AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750). Sep 29 1998 8:00am **PROFIT** FLORIDA DEPARTMENT OF STATE CORPORATION Sandra B. Mortham ANNUAL REPORT Secretary of State Secretary of State 1998 DIVISION OF CORPORATIONS DOCUMENT # P16989 (6)BELTER PROPERTIES N.V. Principal Place of Business Mailing Address L.B. SMITHPLEIN 3 C/O IRWIN ROSEN PO BOX 6 950 THIRD AVE., 23RD FL. **CURAÇÃO** NEW YORK NY 10022 DO NOT WRITE IN THIS SPACE 3. Date Incorporated or Qualified 12/01/1987 2. Principal Place of Business 4. FEI Number 2a. Mailing Address Applied For 65-0019578 26 Not Applicable Suite, Apt. #, etc. Suite, Apt. #, etc. \$8.75 Additional 5. Certificate of Status Desired Fee Required 22 27 City & State City & State 6. Election Campaign Financing \$5.00 May Be 23 28 Trust Fund Contribution Added to Fees Country Zip Zip Country This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No 24 25 29 30 Personal Property Tax due June 30. 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent C T CORPORATION SYSTEM 81 Name 1200 SOUTH PINE ISLAND ROAD 82 Street Address (P.O. Box Number is Not Acceptable) PLANTATION FL 33324 83 84 City Zip Code Pursuant to the provisions of sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, section 607.0505, Florida Statutes. SIGNATURE (NOTE: Registered Agent signature required when reinstating) Signature, typed or printed name of registered agent and title if applicable CR2E034 (5/98) ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 12. OFFICERS AND DIRECTORS 13. TITLE 1.1 TITLE Change Addition DELETE JAMES HABER 23RD FIOOR COVENANT MANAGERS N.V. 1.2 NAME L.B. SMITHPLEIN 3, PO BOX 6 STREET ADDRESS 1.3 STREET ADDRESS **CURACAO NA** NEW YORK, NY CITY-ST-ZIP 1.4 CITY-ST-ZIP AIF TITLE DELETE 2.1 TITLE Change ___ Addition LEE T.K. 2.2 NAME NAME 145 E 50TH STREET, STE. 6A STREET ADDRESS 2.3 STREET ADDRESS NEW YORK NY 10022 CITY-ST-ZIP 2.4 CITY-ST-ZIP 3.1 TITLE TITLE DELETE Change Addition NAME 3.2 NAME 3.3 STREET ADDRESS STREET ADDRESS 3.4 CITY-ST-ZIP CITY-ST-ZIP TITLE 4.1 TITLE DELETE Change Addition 4.2 NAME 4.3 STREET ADDRESS STREET ADDRESS 4.4 CITY-ST-ZIP CITY-ST-ZIP 5.1 TITLE TITLE DELETE Change Addition 5.2 NAME NAME STREET ADDRESS 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP CITY-ST-ZIP TITLE DELETE 6.1 TITLE Addition 1,000002652**316**り -09/30/98--01080--**0**04 6.2 NAME NAME STREET ADDRESS 6.3 STREET ADDRESS ***550.00

14. I 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 or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, con an attachment with an eddress.

CITY-ST-ZIP

9/16/98