

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Apr 27 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P33294 (0)

1. Corporation Name
BROOKE GROUP LTD. INC.



Principal Place of Business
100 SE SECOND ST - 32ND FL
MIAMI FL 33131
US

Mailing Address
100 SE SECOND ST - 32ND FL
MIAMI FL 33131
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 03/21/1991	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 51-0255124	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				10. Name and Address of New Registered Agent	
				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				FL	85 Zip Code

11. 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) DATE _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	OPD	<input type="checkbox"/> DELETE		1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	LEBOW, BENNETT S			1.2 NAME			
STREET ADDRESS	100 SE SECOND ST - 32ND FL			1.3 STREET ADDRESS			
CITY-ST-ZIP	MIAMI FL			1.4 CITY-ST-ZIP			
TITLE	D	<input type="checkbox"/> DELETE		2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	ENDO, ROBERT J			2.2 NAME			
STREET ADDRESS	70 E SUNRISE HWY			2.3 STREET ADDRESS			
CITY-ST-ZIP	VALLEY STREAM NY			2.4 CITY-ST-ZIP			
TITLE	S	<input type="checkbox"/> DELETE		3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	BELL, MARC N			3.2 NAME			
STREET ADDRESS	100 SE SECOND ST., 32ND FLOOR			3.3 STREET ADDRESS			
CITY-ST-ZIP	MIAMI FL			3.4 CITY-ST-ZIP			
TITLE	D	<input type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	PODELL, JEFFREY S.			4.2 NAME			
STREET ADDRESS	70 E SUNRISE HWY			4.3 STREET ADDRESS			
CITY-ST-ZIP	VALLEY STREAM NY			4.4 CITY-ST-ZIP			
TITLE	VT	<input type="checkbox"/> DELETE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	VAN SICLEN, JOSELYNN D			5.2 NAME			
STREET ADDRESS	100 SE SECOND ST - 32ND FL			5.3 STREET ADDRESS			
CITY-ST-ZIP	MIAMI FL			5.4 CITY-ST-ZIP			
TITLE	VP	<input type="checkbox"/> DELETE		6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	LAMPEN, RICHARD J			6.2 NAME			
STREET ADDRESS	100 SE SECOND ST - 32ND FL			6.3 STREET ADDRESS			
CITY-ST-ZIP	MIAMI FL			6.4 CITY-ST-ZIP			

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, or on an attachment to this address.

SIGNATURE _____

CR2E034 (10/97)