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FILED
May 15 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 # P93000000959 (5)

1. Corporation Name
BAMCO XI, INC.

Principal Place of Business
4090 NORTH STATE ROAD 7
LAUDERDALE LAKES FL 33319
US

Mailing Address
3053 NORTH OCEAN BOULEVARD
FORT LAUDERDALE FL 33308
US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 2333 N. STATE ROAD 7		01/06/1993	
22 City & State		27 SUITE # E		4. FEI Number	
23 Zip		28 MARGATE, FL		65-0381652	
24 Country		29 33063		Applied For	
		30 BROWARD		Not Applicable	
9. Name and Address of Current Registered Agent				5. Certificate of Status Desired	
MANGNITZ, BERNIE 3053 NORTH OCEAN BOULEVARD FORT LAUDERDALE FL 33308				X \$8.75 Additional Fee Required	
				6. Election Campaign Financing	
				Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	
				X Yes <input type="checkbox"/> No	
				10. Name and Address of New Registered Agent	
				81 Name	
				BERNIE MANGNITZ	
				82 Street Address (P.O. Box Number is Not Acceptable)	
				2333 NORTH STATE ROAD 7	
				83 SUITE # E	
				84 City	
				MARGATE FL	
				85 Zip Code	
				33063	

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 *Bernie Mangnitz* 4-22-98 DATE

Signature, typed or printed name of registered agent and title if applicable (NOT: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PVST	1.1 TITLE	P S T D
NAME	MANGNITZ, BERNIE	1.2 NAME	BERNIE MANGNITZ
STREET ADDRESS	2730 NE 30TH AVE	1.3 STREET ADDRESS	2333 N. STATE ROAD 7, SUITE # E
CITY-ST-ZIP	LIGHTHOUSE POINT FL	1.4 CITY-ST-ZIP	MARGATE, FL 33063
TITLE	D	2.1 TITLE	
NAME	MANGNITZ, BERNIE	2.2 NAME	
STREET ADDRESS	2730 NE 30TH AVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	LIGHTHOUSE POINT FL	2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 with an address.

SIGNATURE *Bernie Mangnitz* 4-22-98 DATE

CR2E034 (10/97)