
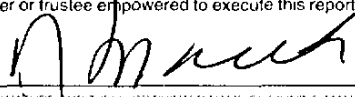


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED 99 MAR 17 AM 8:20 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company DOCUMENT # Z00111 SPICE, L.C. P.O. BOX 630817 MIAMI FL 33163		1a. Principal Place of Business Address 737 VALENCIA AVE. CORAL GABLES FL 33134			
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 06/09/1989 4. FEI Number 65-0254102 5. Date of Last Report 05/01/1998	
				3a. State of Formation FL <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent EISINGER, DENNIS J YOUNG, STERN & TANNENBAUM, P.A. 19495 BISCAYNE BLVD N. MIAMI BEACH FL 33180			8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City <div style="text-align: right;"> 500002820655-01 03/26/99-01115-011 FL ****197.50 ****197.50 </div>		
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 _____ 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	
MEM	BEDA, DAVID	2875 NE 191 STREET, PH 1		AVENTURA FL	
MEM	AVANTI INTERNATIONAL, L	2875 NE 191 STREET, PH 1		AVENTURA FL	
MEM	AZOUT, JACK	2875 NE 191 STREET, PH 1		AVENTURA FL	
MGRM	MENOYO, FERNANDO E	18650 NE 28TH CT		N. MIAMI BEACH FL	
<i>SL</i> <i>3-24-99</i>					
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:  3/15/99 (20) 935 5175 <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>					