

File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED
 98 MAY -4 PM 4: 09
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILING FEE	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee
\$ 188.75	Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company	DOCUMENT # L97000001334
CENTEX DEVELOPMENT 1, LLC 11382 PROSPERITY FARMS ROAD, SUITE 222 PALM BEACH GARDENS FL 33410	

1a. Principal Place of Business Address
11382 PROSPERITY FARMS ROAD, PALM BEACH GARDENS FL 33410

2. Principal Place of Business	2a. Mailing Address
2728 N. Harwood St.	P.O. Box 199000
Suite, Apt. #, etc.	Suite, Apt. #, etc.
City & State	City & State
Dallas, TX	Dallas, TX
Zip	Country
75201 US	75219 US

3. Date Organized or Qualified	3a. State of Formation
11/26/1997	FL
4. FEI Number	<input type="checkbox"/> Applied For
62-1733136	<input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired
	SB 75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent
CORPORATION SERVICE , COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301

8. Name and Address of New Registered Agent/Office
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City
300002513643--0 -05/06/98--01071--012 ****188.75 FL

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 _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	WHITLEY, EDWARD A	2620 ELM HILL PIKE, SUITE	NASHVILLE TN
MGR	PITTS, ROGER	11382 PROSPERITY FARMS ROA	PALM BEACH GARDENS F
MGR	STEPHENS, JOSEPH M	2620 ELM HILL PIKE, SUITE	NASHVILLE TN
MGR	COLE, CHARLES	135 WEST CENTRAL BLVD., SU	ORLANDO FL
MGR	NIXON, CHARLES R	3710 RAWLINS, SUITE 1300	DALLAS TX

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:  Charles R. Nixon 4/30/98 (214) 981-5000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #