

**2006 LIMITED LIABILITY COMPANY
ANNUAL REPORT**

FILED
Jul 31, 2006 8:00 am
Secretary of State

07-11-2006 90118 042 ****50.00

DOCUMENT # M05000002339 1. Entity Name FALCON CARLYLE, LLC					
Principal Place of Business 5005 LBJ FREEWAY, SUITE 1130 DALLAS, TX 75244-6144			Mailing Address 5005 LBJ FREEWAY, SUITE 1130 DALLAS, TX 75244-6144		
2. Principal Place of Business Suite, Apt. #, etc.			3. Mailing Address Suite, Apt. #, etc.		
City & State			City & State		
Zip		Country		Zip	
Country		Country		4. FEI Number 20-2692751	
5. Certificate of Status Desired <input type="checkbox"/> \$5.00 Additional Fee Required				Applied For <input type="checkbox"/> Not Applicable	
6. Name and Address of Current Registered Agent TAGUE, BRIAN P C/O TEW CARDENAS, LLP 1441 BRICKELL AVE., 15TH FLOOR MIAMI, FL 33131				7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City FL Zip Code	
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.					
SIGNATURE _____ (NOTE: Registered Agent signature required when renewing) DATE _____					
Filing Fee is \$50.00 Due by September 8, 2006		Make check payable to Florida Department of State			
9. MANAGING MEMBERS/MANAGERS			10. ADDITIONS/CHANGES		
TITLE NAME STREET ADDRESS CITY - ST - ZIP	MGRM <input type="checkbox"/> Delete FALCON REAL ESTATE INVESTMENT CO., LTD. 5005 LBJ FREEWAY, SUITE 1130 DALLAS, TX 75244-6144		TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
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11. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this 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.					
SIGNATURE: <i>David A. Hill</i> DAVID A. HILL 6/30/06 972-934-2322 <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE Date Daytime Phone #</small>					