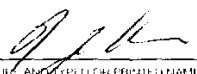


**File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.**

<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1999</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		<b>FILED</b> <b>SECRETARY OF STATE</b> <b>DIVISION OF CORPORATIONS</b>  <b>99 MAR 15 PM 2:26</b>	
<b>FILING FEE \$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
<b>1. Name and Mailing Address of Limited Liability Company</b>  <b>DOCUMENT # M95000000013</b>  <b>OAMCO XI, L.L.C.</b> <b>% OFFICE OF GENERAL COUNSEL</b> <b>7200 WISCONSIN AVE., #1100</b> <b>BETHESDA MD 20814</b>		<b>1a. Principal Place of Business Address</b>  <b>% OFFICE OF GENERAL COUNSEL</b> <b>7200 WISCONSIN AVE., #1100</b> <b>BETHESDA MD 20814</b>			
<b>2. Principal Place of Business</b>  Suite, Apt. #, etc.  City & State  Zip      Country		<b>2a. Mailing Address</b>  Suite, Apt. #, etc.  City & State  Zip      Country		<b>3. Date Organized or Qualified</b> <b>12/30/1994</b>  <b>3a. State of Formation</b> <b>DE</b>  <b>4. FEI Number</b> <b>52-1856116</b> <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable  <b>5. Date of Last Report</b> <b>03/05/1998</b>  <b>6. Certificate of Status Desired</b> <b>\$8.75 Additional Fee Required</b> <input type="checkbox"/>	
<b>7. Name and Address of Current Registered Agent</b>  <b>THE PRENTICE HALL CORPORTION SYSTEM,</b> <b>1201 HAYS ST., STE 105</b> <b>TALLAHASSEE FL 32301</b>			<b>8. Name and Address of New Registered Agent/Office</b> Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City <b>FL</b> Zip Code		
<p><b>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.</b></p>					
SIGNATURE _____			DATE _____		
(Registered Agent Accepting Appointment) (NOTE: Registered Agent Signature Required when Changing)					
<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>		<b>City, State and Zip Code</b>	
MGR	DOWNING, ROBERT B	7200 WISCONSIN AVE., #1100		BETHESDA MD	
MGR	LAVIN, FRANCIS P	7200 WISCONSIN AVE., #1100		BETHESDA MD	
MGR	ZICKLER, LEO E	7200 WISCONSIN AVE., #1100		BETHESDA MD	
2000002808272--\$ -03/16/99--01098--007 ****188.75 ****188.75					
<p><b>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.</b></p>					
<b>SIGNATURE:</b> 		<b>Leo E. Zickler</b>		5/4/99 301-961-3528	
SIGNATURE AND TYPED OR PRINTED NAME OF SOURCE (MANAGING MEMBER OR MANAGER)					