

2nd NOTICE:

Limited Liability Company Will Be Dissolved On Or After October 8, 1997. If Dissolved, Minimum Amount Due To Reinstate: \$703.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 NOV -3 PM 3:56

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILING FEE Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee + \$385.00 Late Fee
\$ 588.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company
DOCUMENT # M95000000022
~~PRIME TOWERS, L.L.C., LIMITED COMPANY~~
~~500 CHESTNUT SUITE 1634 ABILENE TX 79602~~
ATC-PRIME I, L.L.C.
ATC-PRIME II L.L.C.

11-3-97
1a. Principal Place of Business Address
~~500 CHESTNUT SUITE 1634 ABILENE TX 79602~~
SAME AS 2A

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.
2. Principal Place of Business
Suite, Apt. #, etc.
City & State
Zip Country

2a. Mailing Address
3411 RICHMOND AVE. STE. 400 HOUSTON, TEX. 77046

3. Date Organized or Qualified
4. FEI Number
5. Date of Last Report
3a. State of Formation
 Applied For
 Not Applicable
6. Certificate of Status Desired
 \$8.75 Additional Fee Required

01/19/1995 DE
75 2573642 O.K.
75 2573642
04/05/1996

7. Name and Address of Current Registered Agent
~~THE PRENTICE-HALL CORPORATION SYSTEM,
1201 HAYS STREET, SUITE 105
TALLAHASSEE FL 32301~~

8. Name and Address of New Registered Agent
Name
Street Address (P.O. Box Number Is Not Acceptable)
Suite, Apt. #, etc.
City
Zip Code

G.T. CORPORATION SYSTEM
1200 SOUTH PINE ISLAND RD.
PLANTATION FL 33324

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 **X** *Victor Allam* DATE **10/20/97**

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	FRED Lummis	3411 Richmond Ave, Ste 400	HOUSTON, TX
MGR	KUBENA, BILLY R	500 CHESTNUT, SUITE 1634	ABILENE TX
MGR	MARTY JIMMERSON	1001 PENNSYLVANIA AVE, NW	WASHINGTON DC
	ELIN, MARK	3111 Richmond Ave., Ste. 400	HOUSTON, TX

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***588.75 ***588.75
KVM

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: *Marty Jimmerson* **MARTY JIMMERSON** 713-6930000
Date Daytime Phone #