
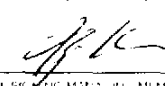


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS  99 MAR 15 PM 2: 27	
<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>  OAMCO VII, L.L.C. C/O OFFICE OF GENERAL COUNSEL 7200 WISCONSIN AVE. #1100 BETTESDA MA 20814		<b>DOCUMENT # M95000000038</b>  <b>1a. Principal Place of Business Address</b>  C/O OFFICE OF GENERAL COUNSEL 7200 WISCONSIN AVE. #1100 BETTESDA MA 20814			
<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> 01/25/1995  <b>3a. State of Formation</b> DE  <b>4. FEI Number</b> 52-1856112 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
<b>5. Date of Last Report</b> 03/09/1998		<b>6. Certificate of Status Desired</b> <input checked="" type="checkbox"/> \$8.75 Additional Fee Required			
<b>7. Name and Address of Current Registered Agent</b>  THE PRENTICE HALL CORPORATION SYSTEM 1201 HAYS ST. SUITE 105 TALLAHASSEE FL 32301			<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      State      Zip Code <div style="text-align: right; font-weight: bold;">FL</div>		
<p>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.</p>					
SIGNATURE _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when not signing)</small>			DATE _____		
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
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	
700002808267-8 -03/16/99-01098-006 ****188.75 ****188.75					
<p>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.</p>					
<b>SIGNATURE:</b> Leo E. Zickler  3/4 99 301-961-3528					