
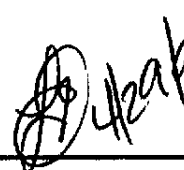



FILE NOW: Fee after May 1, will be \$588.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 203.75		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company DOCUMENT # M95000000122 CENTRE MORTGAGE CAPITAL L.L.C. (LIMITED COMPANY) C/O THE RELATED COMPANIES, L.P. 625 MADISON AVE. NEW YORK NY 10022		FILED 97 APR 28 PM 1:20 SECRETARY OF STATE TALLAHASSEE, FLORIDA 1a. Principal Place of Business Address C/O THE RELATED COMPANIES, L. 625 MADISON AVE. NEW YORK NY 10022	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country	
3. Date Organized or Qualified 05/23/1995		3a. State of Formation DE	
4. FEI Number 13-3842052		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report 03/15/1996		6. Certificate of Status Desired SH 75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code	
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 _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>		DATE _____	
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	THE RELATED COMPANIES,	625 MADISON AVE.	NEW YORK NY
MGRM	CENTRE TRADING HOLDING	ONE CHASE MANHATTAN PLAZA,	NEW YORK NY
9000002167459--4 -05/06/97--01072--010 ****203.75 ****203.75 			
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:  Robert Cahy		4/21/97	212-521-6443
<small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>		<small>Date</small>	<small>Daytime Phone #</small>