
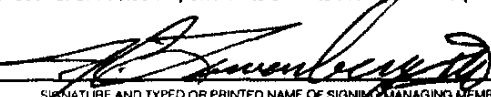


FILE NOW: Fee after May 1, will be \$588.75

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 #M96000000001 SCHOONER BAY I L.L.C. 100 N. TAMPA. SUITE 4100 TAMPA FL 33602		FILED 97 MAY -1 PM 2:17 SECRETARY OF STATE TALLAHASSEE, FLORIDA 1a. Principal Place of Business Address 100 N. TAMPA. SUITE 4100 TAMPA FL 33602	
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.			
2. Principal Place of Business		3a. State of Formation	
Suite, Apt. #, etc.		DE	
City & State		3. Date Organized or Qualified 12/28/1995	
Zip		4. FEI Number 75-2626041	
Country		5. Date of Last Report 04/18/1996	
7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		6. Certificate of Status Desired SR (S) Additional Fee Required <input checked="" type="checkbox"/>	
8. Name and Address of New Registered Agent			
Name			
Street Address (P.O. Box Number is Not Acceptable)			
Suite, Apt. #, etc.			
City		Zip Code FL	
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 _____		DATE _____	
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	PARAGON GROUP L.P.,	7557 RAMBLER ROAD	DALLAS TX
			300002169159--B -05/07/97--01044--015 ****203.75 ****203.75 D/16/97
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: 		J.C. Lowenberg, III 4-28-97 (214) 541-2000	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date Daytime Phone #	