
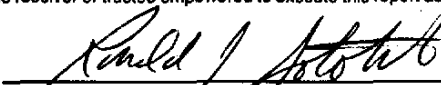


**FILE NOW: Fee after May 1, will be \$588.75**

APPROVED  
AND  
FILED

97 FEB -7 PM 1:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997				FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> \$ 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		<b>DOCUMENT #</b> M96000000397			
AP CRTI LANDCO LLC C/O APOLLO REAL ESTATE ADVISORS, L.P. 2 MANHATTANVILLE ROAD PURCHASE NY 10577		1a. Principal Place of Business Address C/O APOLLO REAL ESTATE ADVISO 2 MANHATTANVILLE ROAD PURCHASE NY 10577			
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.					
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		10/10/1996	DE
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Country		5. Date of Last Report	6. Certificate of Status Desired
					SR - Additional Fee Required <input type="checkbox"/>
7. Name and Address of Current Registered Agent			8. Name and Address of New Registered Agent		
THE PRENTICE-HALL CORPORATION SYSTEM, 1201 HAYS STREET TALLAHASSEE FL 32301			Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. 980002006079-8 -02/13/97--01005--007 ****203.75 ****203.75 City Zip Code <b>FL</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.					
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	
MGRM	AP CRTI HOLDINGS COR,	2 MANHATTANVILLE ROAD		PURCHASE NY	
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:  1/31/97 (914) 694-8000 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #					