
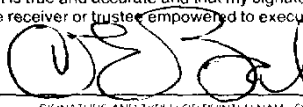


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED 99 FEB 22 PM 2: 19 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company DOCUMENT # M96000000418 WATER STREET II, L.L.C. 121 WATER STREET, SUITE 400 BALTIMORE MD 21202		1a. Principal Place of Business Address 121 WATER STREET, SUITE 400 BALTIMORE MD 21202			
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 10/24/1996 3a. State of Formation MD 4. FEI Number 52-1853728 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
		5. Date of Last Report 03/05/1998		6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
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/Office 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 _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when not principal)</small>			DATE _____		
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	BAKER, CHARLES E	121 WATER STREET, SUITE 400		BALTIMORE MD	
MGRM	PROBASCO, ROBERT E	121 WATER STREET, SUITE 400		BALTIMORE MD	
500002789175--B -02/26/99--01036--019 ****188.75 ****188.75 6c 2-24-99					
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: 		C E BAKER 2/16/99 410-625-1705			