

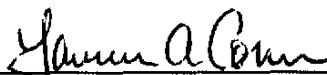


FILE NOW: Fee after May 1, will be \$588.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	FILED 97 MAR 12 PM 12: 31 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
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 WESTERRA RIVER BRIDGE, L.L.C. 599 LEXINGTON AVENUE, SUITE 3800 NEW YORK NY 10022		DOCUMENT #M96000000471 1a. Principal Place of Business Address 599 LEXINGTON AVENUE, SUITE 3 NEW YORK NY 10022		
<small>If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.</small>				
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified
Suite, Apt. #, etc.		Suite, Apt. #, etc.		11/25/1996
City & State		City & State		DE
Zip	Country	Zip	Country	4. FEI Number 13-3918817 ADDED FOR
				<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
		5. Date of Last Report		6. Certificate of Status Desired SB 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 _____ DATE _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>				
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code
MGRM	WESTERRA HOLDINGS, L.L.C.	599 LEXINGTON AVENUE, SUITE 3800		NEW YORK NY
MGRM	WESTERRA CO-HOLDINGS,	599 LEXINGTON AVENUE, SUITE 3800		NEW YORK NY
000002114260--9 -03/14/97--01109--004 ****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: 		Lawrence A. Corson Vice President 2/16/97 (972) 934-0100		
<small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>		<small>Date Daytime Phone #</small>		