


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

<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1997</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	<b>FILED</b>  <b>97 MAR 12 PM 12:31</b>  <b>SECRETARY OF STATE</b> <b>TALLAHASSEE, FLORIDA</b>	
<b>FILING FEE</b> <b>\$ 203.75</b>		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>		
1. Name and Mailing Address of Limited Liability Company  <b>WESTERRA SEAWIND, L.L.C.</b> <b>599 LEXINGTON AVENUE, SUITE 3800</b> <b>NEW YORK NY 10022</b>		<b>DOCUMENT #M96000000472</b>  1a. Principal Place of Business Address  <b>599 LEXINGTON AVENUE, SUITE 3</b> <b>NEW YORK NY 10022</b>		
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.				
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 <b>11/25/1996</b>  3a. State of Formation <b>DE</b>  4. FEI Number <b>13-3918821</b>  5. Date of Last Report  6. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable <input type="checkbox"/> SB 75 Additional Fee Required
7. Name and Address of Current Registered Agent  <b>C T CORPORATION SYSTEM</b> <b>1200 SOUTH PINE ISLAND ROAD</b> <b>PLANTATION FL 33324</b>		8. Name and Address of New Registered Agent  Name  Street Address (P.O. Box Number is Not Acceptable)  Suite, Apt. #, etc.  City      Zip Code <div style="text-align: right;"><b>FL</b></div>		
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 re-installing)</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	
<div style="text-align: center;">800002114258--5 -03/14/97--01109--002 ****203.75 ****203.75</div> <div style="text-align: right; font-size: 2em; font-family: cursive;">3/12/97</div>				
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (l), 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: <u>Lawrence A. Corson</u> <b>Lawrence A. Corson, VP</b> 2/26/97 (972) 934-0100 <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER      Date      Daytime Phone #</small>				