

File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

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| LIMITED LIABILITY COMPANY ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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| FILING FEE | Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee |
| \$ 188.75 | Make Check Payable To: FLORIDA DEPARTMENT OF STATE |

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| 1. Name and Mailing Address of Limited Liability Company WESTERRA ARBORS, L.L.C. 599 LEXINGTON AVE., SUITE 3800 NEW YORK NY 10022 | DOCUMENT # M96000000473 |
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| 1a. Principal Place of Business Address 599 LEXINGTON AVE., SUITE-38 NEW YORK NY 10022 |
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| 2. Principal Place of Business Suite, Apt. #, etc. Suite 3800 City & State Zip Country | 2a. Mailing Address 3030 LBJ Freeway, LB#6 Suite, Apt. #, etc. Suite 1500 City & State Dallas, TX Zip 75234 Country |
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|----------------------------------------------|---------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
| 3. Date Organized or Qualified 11/25/1996 | 3a. State of Formation DE | 4. FEI Number 13-3923744 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable |
| 5. Date of Last Report 03/12/1997 | 6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required | |

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| 7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324 |
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| 8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) 900002511179--1 Suite, Apt. #, etc. -05/05/98--01093--008 ***188.75 ***188.75 City FL Zip Code MFL |
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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 _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating) DATE _____

| 10. Title | Managing Members/Managers | Business Street Address | City, State and Zip Code |
|-----------|---------------------------|---------------------------|--------------------------|
| MGRM | WESTERRA HOLDINGS, L.L.C. | 599 LEXINGTON AVE., SUITE | NEW YORK NY |
| MGRM | WESTERRA CO-HOLDINGS, | 599 LEXINGTON AVE., SUITE | NEW YORK 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) (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: WESTERRA HOLDINGS, L.L.C., MGRMBR

SIGNATURE: By: *Lawrence A. Corson* Lawrence A. Corson, V.P. 4/23/98 (972) 443-6000