

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

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		RECEIVED FEB 24 1998 FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 APR 29 AM 11:32	
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 # M96000000477		1a. Principal Place of Business Address	
WESTERRA MANAGEMENT, L.L.C. 599-LEXINGTON-AVENUE SUITE-3800 NEW YORK NY 10022				599 LEXINGTON AVENUE SUITE 3800 NEW YORK NY 10022	
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		3030 LBJ Freeway, LB#6 Suite, Apt. #, etc. Suite 1500		11/25/1996	
City & State		City & State Dallas, TX		3a. State of Formation DE	
Zip		Zip 75234		4. FEI Number 13-3916544	
Country		Country		5. Date of Last Report 03/12/1997	
				6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent/Office			
CT CORPORATION SYSTEM % CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		Name Street Address (P.O. Box Number is Not Acceptable) 400002511174--7 Suite, Apt. #, etc. -05/05/98--01093--007 ****188.75 ****188.75 City FL Zip Code MAA			
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	WESTBROOK LAND INVESTM	599 LEXINGTON AVE., #3800		NEW YORK NY	
MGRM	WESTERRA CO-HOLDINGS,	599 LEXINGTON AVE., #3800		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)(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. WESTBROOK LAND INVESTMENTS, L.L.C., MGRMBR

SIGNATURE: By: Lawrence A. Corson Lawrence A. Corson, V.P. 4/23/98 (972) 443-6000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #