
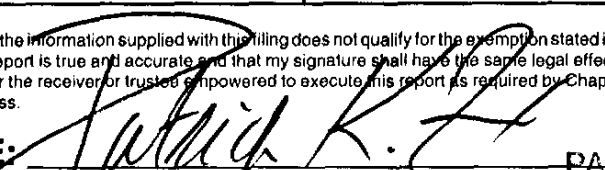


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED 98 APR 15 AM 8:55 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 # M97000000477		1a. Principal Place of Business Address	
WESTBROOK SHORES AT GULF HARBOUR, L.L.C. 599 LEXINGTON AVE., SUITE 3800 NEW YORK NY 10022				599 LEXINGTON AVE., SUITE 38 NEW YORK NY 10022	
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		08/05/1997	
City & State		City & State		3a. State of Formation	
Zip		Country		DE	
				4. FEI Number	
				13-3960209	
				<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				8. Name and Address of New Registered Agent/Office	
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				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 _____ (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	WESTBROOK REAL ESTATE	599 LEXINGTON AVE., SUITE		NEW YORK NY	
M&RM	WESTBROOK REAL ESTATE CO-INVESTMENT PARTNERSHIP II, L.P.	599 LEXINGTON AVE., SUITE 3800		NEW YORK, NY 10022	
				7000002497797--0 -04/23/98--01049--043 ****188.75 ****188.75	
				AL APR 20 1998	
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:  PATRICIA K. FOX 3/20/98 (972) 934-0100					