
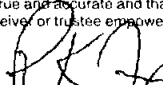


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED 99 APR -7 AM 9:00 SECOND 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 WESTBROOK SHORES AT GULF HARBOUR, L.L.C. 599 LEXINGTON AVE., SUITE 3800 NEW YORK NY 10022		1a. Principal Place of Business Address 599 LEXINGTON AVE., SUITE 38 NEW YORK NY 10022			
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 08/05/1997 4. FEI Number 13-3960209 5. Date of Last Report 04/15/1998	
				3a. State of Formation DE <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
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/Office Name Street Address (P.O. Box Number is Not Acceptable) 600002341256 Suite, Apt. #, etc. 04/15/99 01118-025 ****188.75 ****188.75 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 _____ <small>(Registered Agent Accepting Appointment) (If Not, Registered Agent Signature Required After Filing)</small>			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	
MGRM	WEST REAL ESTATE CO.,	599 LEXINGTON AVE., SUITE		NEW YORK NY	
4-14-99					
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: 		Patrick K. Fox 2-14-99 972-234-0100			