


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 <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE \$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company		<b>DOCUMENT # M97000000493</b>			
WESTBROOK WESTCHASE GP, 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		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc. Suite 3800		3030 LBJ Freeway, LB#6		08/11/1997	
City & State		City & State		3a. State of Formation	
Zip		Zip		DE	
Country		Country		4. FEI Number	
		75234		13-3960109	
				-APPLIED-FOR-	
				5. Date of Last Report	
				Initial	
				6. Certificate of Status Desired	
				88.75 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)	
				100002511181--5	
				Suite, Apt. #, etc.	
				-05/05/98 --01093--009	
				****188.75 ****188.75	
				City	
				FL	
				Zip Code	
				MBA	
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 AMERICAN HOL	599 LEXINGTON AVE., SUITE		NEW YORK NY	
MGRM	WESTBROOK AMERICAN CO-	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) (f), 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 AMERICAN HOLDINGS, 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 #