


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 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 WESTBROOK PEBBLE CREEK GP, L.L.C. 599-LEXINGTON AVENUE, SUITE-3800 NEW-YORK-NY-10022				DOCUMENT # M97000000494			
2. Principal Place of Business Suite, Apt. #, etc. Suite 3800 City & State Dallas, TX Zip 75234				2a. Mailing Address 3030 LBJ Freeway, LB#6 Suite, Apt. #, etc. 1500 City & State Dallas, TX Zip 75234		3. Date Organized or Qualified 08/11/1997 3a. State of Formation DE 4. FEI Number 13-3960236 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report Initial				6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>			
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) 000002511160--0 Suite, Apt. #, etc. -05/05/98--01093 ---004 ****188.75 ****188.75 City FL Zip Code MGA			
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 _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>							
10. Title	Managing Members/Managers		Business Street Address		City, State and Zip Code		
MGRM	WESTBROOK AMERICAN HOL		599 LEXINGTON AVENUE, SUIT		NEW YORK NY		
MGRM	WESTBROOK AMERICAN CO-		599 LEXINGTON AVENUE, SUIT		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 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