File on or before May 1, 1999 or subject to a \$ 400.00 LATE FEE	RECEIVED				
LIMITED LIABILITY COMPANY ANNUAL REPORT 1999	FLORIDA DEF Kathe Secre	PARTMENT OF STATE Brine Harris Etary of State F CORPORATIONS	<i>i</i> 3,	### FEB.1.8 1999 0 FM St 1.2	
FILING FEE Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee \$ 188.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE			2 (0.00)	U FA 5-12	
	IMENT # M970				
			1a. Principal Place of Busines	ss Address	
WESTBROOK WESTCHASE GOLF GP, L.L.C. 3030 LBJ FREEWAY, LB #6 SUITE 1500 DALLAS TX 75234			599 LEXINGTON	N AVE., SUITE 38 10022	
2 Principal Flace of Business 2a. Mailing Address			3. Date Organized or Qualifie	d 3a. State of Formation	
Suite, Apt. #, etc.	Suite, Apt. #, etc.		08/11/1997	DE	
			4. FEI Number	Applied For	
City & State City & State			13-3960282	Not Applicable	
Zip Country	Zip	Country	5. Date of Last Report	6. Certificate of Status Desired	
7. Name and Address of Current	Panistared Apant		04/29/1998	\$8.75 Additional Fee Required	
Name			lame and Address of New Reg	gistered Agent/Office	
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324 Street Address			P.O. Box Number is Not Acceptable)		
Ts.		Suite, Apt. #, etc.	Suite, Apt. #, etc.		
		City	FI	Zip Code	
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					
10. Title Managing Members/Manager	T	Business Street Address		ity, State and Zip Code	
MGRM WESTBROOK AMERICA	N HOL 599 LE	XINGTON AVE.	, SUITE NEW Y	ORK NY	
MGRM WESTBROOK AMERICA	N CO- 599 LE	XINGTON AVE.	, SUITE NEW Y	ORK NY	
			20000 -05. ***	128660023 /06/9901104013 **188.75 ****188.75	
11 I do hereby certify that the information supplied with	th this filling does not qualify for	wtha avamntion stated is See	dion 110 07/2) (i) Florido Florido	a lifuthor and in the table in the control of	
11. Ido 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 CO-HOLDINGS, L.L.C., Managing Member					
SIGNATURE: By: SUNT HOLD THE ALL THE CHANGE OF COLUMN AND THE ALL THE CHANGE OF COLUMN AND THE ALL THE CHANGE OF COLUMN AND THE CHANGE OF COLUMN A					