


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

|  |                                  |   |   |   |
|--|----------------------------------|---|---|---|
| <b>LIMITED LIABILITY COMPANY<br/>ANNUAL REPORT<br/>1998</b>  |                                  | <br><b>FLORIDA DEPARTMENT OF STATE<br/>Sandra B. Mortham<br/>Secretary of State<br/>DIVISION OF CORPORATIONS</b>   | <b>*FILED<br/>SECRETARY OF STATE<br/>DIVISION OF CORPORATIONS<br/>98 APR 13 AM 10:25<br/># 4114</b> |   |
| <b>FILING FEE \$ 188.75</b>  |                                  | <b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee<br/>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>   |   |   |
| <b>1. Name and Mailing Address<br/>of Limited Liability Company</b><br><br><b>BRE/BH HOLDINGS L.L.C.<br/>345 PARK AVENUE<br/>NEW YORK NY 10154</b>   |                                  | <b>DOCUMENT # M97000000554</b><br><br><b>1a. Principal Place of Business Address</b><br><br><b>345 PARK AVENUE<br/>NEW YORK NY 10154</b>  |   |   |
| <b>2. Principal Place of Business</b><br><br><b>Suite, Apt. #, etc.</b><br><br><b>City &amp; State</b><br><br><b>Zip</b> <b>Country</b>  |                                  | <b>2a. Mailing Address</b><br><br><b>Suite, Apt. #, etc.</b><br><br><b>City &amp; State</b><br><br><b>Zip</b> <b>Country</b>  |   | <b>3. Date Organized or Qualified</b><br><br><b>08/28/1997</b><br><br><b>3a. State of Formation</b><br><br><b>DE</b><br><br><b>4. FEI Number</b><br><br><b>NOT APPLICABLE</b><br><br><b>5. Date of Last Report</b><br><br><b>6. Certificate of Status Desired</b><br><br><input type="checkbox"/> <b>\$8.75 Additional Fee Required</b> |
| <b>7. Name and Address of Current Registered Agent</b><br><br><b>C T CORPORATION SYSTEM<br/>1200 SOUTH PINE ISLAND ROAD<br/>PLANTATION FL 33324</b>  |                                  | <b>8. Name and Address of New Registered Agent/Office</b><br><br><b>Name</b><br><br><b>Street Address (P.O. Box Number is Not Acceptable)</b><br><br><b>Suite, Apt. #, etc.</b><br><br><b>City</b><br><br><b>700002491347--0<br/>-04/16/98--01119--016<br/>****188.75 ****188.75<br/>FL</b> |   |   |
| <b>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.</b>  |                                  |   |   |   |
| <b>SIGNATURE</b> _____ <b>DATE</b> _____<br><small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>   |                                  |   |   |   |
| <b>10. Title</b>   | <b>Managing Members/Managers</b> | <b>Business Street Address</b>  |   | <b>City, State and Zip Code</b>   |
| MGRM   | BLACKSTONE REAL ESTA,            | 345 PARK AVENUE   |   | NEW YORK NY   |
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| <b>11. I, _____ 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.</b> |                                  |   |   |   |
| <b>SIGNATURE:</b> <i>Mark A. Sell</i> <b>Mark A. Sell</b>  |                                  | <b>4/8/98 303/221-5336</b>  |   |   |
| <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>   |                                  | <small>Date Daytime Phone #</small>   |   |   |