File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE LIMITED LIABILITY COMPANY & FLORIDA DEPARTMENT OF STATE FILED Sandra B. Mortham **ANNUAL REPORT** Secretary of State 1998 DIVISION OF CORPORATIONS 98 APR 15 AM 9: 01 FILING FEE Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee SECRETARY OF STATE TALLAHASSEE, FLORIDA \$ 188.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE Name and Mailing Address of Limited Liability Company **DOCUMENT # M97000000795** 1a. Principal Place of Business Address WESTBROOK PARTNERS, L.L.C. 599 LEXINGTON AVE., SUITE 3800 599 LEXINGTON AVE., SUITE 38 NEW YORK NY 10022 NEW YORK NY 10022 2. Principal Place of Business 3. Date Organized or Qualified 2a. Mailing Address 3a. State of Formation 12/01/1997 DE Suite, Apt. #, etc. Suite, Apt. #, etc. 4. FEI Number Applied For 13-3984372 City & State City & State APPLIED FOR-Not Applicable 5. Date of Last Report 6. Certificate of Status Desired Country Country shi7b Add to hall Fee Beguns di 7. Name and Address of Current Registered Agent 8. Name and Address of New Registered Agent/Office CT CORPORATION SYSTEM 1200 S. PINE ISLAND RD. Street Address (P.O. Box Number is Not Acceptable) PLANTATION FL 33324 Sulte, Apt. #, etc. City 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. Hereby accept the appointment as registered agent, and accept the obligations. SIGNATURE _ (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 KAZILIONIS, PAUL D 284 S. BEACH RD. HOBE SOUND FL MGRM WALTON, WILLIAM H III 599 LEXINGTON AVE., S-3800 NEW YORK NY 600002497806--0 -04/23/98--01049--049 ****188.75 ****188.75 AL. APR 20 1908

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. If urther certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legareffect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trusted empowered to execute this report as required by Chapter 808, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:

SNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

PATRICK K. FOX (912) 934-0100