

File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILED
99 AUG 18 PM 1:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILING FEE \$ 188.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company WESTBROOK RETAIL PARTNERS, L.L.C. 599 LEXINGTON AVENUE, STE. 3800 NEW YORK NY 10022	DOCUMENT # M9700000797
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1a. Principal Place of Business Address 599 LEXINGTON AVENUE, STE. 3 NEW YORK NY 10022
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2. Principal Place of Business Suite, Apt. #, etc. City & State Zip	2a. Mailing Address Suite, Apt. #, etc. City & State Zip	Country	Country
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3. Date Organized or Qualified 12/01/1997	3a. State of Formation DE
4. FEI Number 13-3983981	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report 04/15/1998	6. Certificate of Status Desired \$475 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent CT CORPORATION SYSTEM C/O CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD TALLAHASSEE FL 33324
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8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code FL
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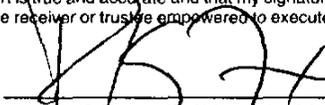
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating) DATE _____

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	KAZILIONIS, PAUL D	284 SOUTH BEACH ROAD	HOBE SOUND FL
MGRM	WALTON, WILLIAM H III	599 LEXINGTON AVENUE, STE.	NEW YORK NY

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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.

SIGNATURE:  **Patrick K. Fox** 2-19-99 972-934-0100

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**STATEMENT ATTACHED TO AND MADE PART OF THE STATE
TALLAHASSEE FLORIDA
1999 LIMITED LIABILITY COMPANY ANNUAL REPORT -**

**FLORIDA DEPARTMENT OF STATE
FOR WESTBROOK RETAIL PARTNERS, L.L.C.**

**Mr. Patrick K. Fox, as legal counsel for the owner of Westbrook Retail Partners, L.L.C.,
is authorized to execute this report.**

**Mr. Patrick K. Fox
Westbrook Partners, LLC
13155 Noel Road, LB-54
Suite 2300
Dallas, Texas 75240
(972) 934-0100**