
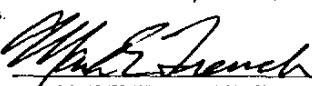


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

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|--|---|---|----------------------------------|
| LIMITED LIABILITY COMPANY ANNUAL REPORT 1999 | |  FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS | |
| 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 DOCUMENT # M97000000812 67TH STREET ASSOCIATES, L.L.C. 1755-D LYNNFIELD ROAD, SUITE 142 MEMPHIS TN 38119 | | 1a. Principal Place of Business Address 1755-D LYNNFIELD ROAD, SUITE MEMPHIS TN 38119 | |
| 2. Principal Place of Business Suite, Apt. #, etc. City & State Zip | 2a. Mailing Address Suite, Apt. #, etc. City & State Zip | 3. Date Organized or Qualified 12/01/1997 | 3a. State of Formation DE |
| 4. FEI Number 62-1719131 | | <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable | |
| 5. Date of Last Report 04/27/1998 | | 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 188.75 Street Address (P.O. Box Number is Not Acceptable) 600002827206 Suite, Apt. #, etc. 04/01/99-01108-01 ****188.75 ****188.75 City FL 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 _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent Signature requires 1 when reappointing) | | DATE _____ | |
| 10. Title | Managing Members/Managers | Business Street Address | City, State and Zip Code |
| MGR | DAVIDSON INVESTMENT GR | 1755-D LYNNFIELD ROAD, SUI | MEMPHIS TN |
| MGRM | THE PRUDENTIAL INSUR, | 8 CAMPUS DRIVE, ARBOR CIRC | PARSIPPANY NJ |
| 11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (j), 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:  Mark E. French, Secretary Davidson Investment Group XI, L.L.C. 3/11/99 901/761-4664 | | | |