

2nd and FINAL NOTICE: File on or before Sept. 29, 1999 or Limited Liability Company will be dissolved.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
--	---	--

FILED *HR 10/5*
99 OCT -5 PM 1:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILING FEE \$ 588.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee + \$400.00 Late Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
--------------------------------	---

1. Name and Mailing Address of Limited Liability Company BRE/AMELIA L.L.C. 345 PARK AVENUE NEWYORK NY 10154	DOCUMENT # M98000000049
--	--------------------------------

1a. Principal Place of Business Address 345 PARK AVENUE NEWYORK NY 10154
--

2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified	3a. State of Formation
	c/o The Blackstone Group 345 Park Avenue	01/16/1998	DE
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. FEI Number	<input type="checkbox"/> Applied For
		13-3983893	<input type="checkbox"/> Not Applicable
City & State	City & State	5. Date of Last Report	6. Certificate of Status Desired
	New York, N.Y.		<input type="checkbox"/>
Zip	Country	Zip	Country
		10154	USA

7. Name and Address of Current Registered Agent CORPORATION COMPANY , OF MIAMI 201 S. BISCAYNE BLVD. 1600 MIAMI CENTER MIAMI FL 33131

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
--

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

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	BRE/AMELIA INC.,	345 PARK AVENUE	NEWYORK NY 400003007794--1 -10/06/99--01090--004 ****588.75 ****588.75

11 I do 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.

SIGNATURE: *J. Gary McQueen* *GARY McQUEEN its Vice President* 9/28/99 212-583-5348
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #