


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
--	---	--

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 # M98000000404
--	--------------------------------

DUNSINANE II, L.L.C.
31356 VIA COLINAS
WESTLAKE VILLAGE CA 91362

1a. Principal Place of Business Address
31356 VIA COLINAS
WESTLAKE VILLAGE CA 91362

2. Principal Place of Business	2a. Mailing Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
City & State	City & State
Zip	Country

3. Date Organized or Qualified	3a. State of Formation
04/24/1998	NV
4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
95-7000219	
5. Date of Last Report	6. Certificate of Status Desired
	\$8.75 Additional Fee Required <input type="checkbox"/>

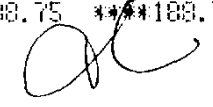
7. Name and Address of Current Registered Agent
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324

8. Name and Address of New Registered Agent/Office
Name
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 appointing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	COLBURN, DAVID D	555 SKOKIE BLVD., SUITE 555	NORTHBROOK IL, 60065
MGR	VERBECK, DAVID C	31356 VIA COLINAS	WESTLAKE VILLAGE CA 91362
MGR	DUNHAM, DAVID D	2550 MIDWAY ROAD, SUITE 220	CARROLLTON TX, 75006

400002856314- - 5
04/29/99-01097-018
****188.75 ****188.75


11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(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:  4/16/99 (818) 991-9000
SIGNATURE AND TYPED OR PRINTED NAME OF SUBSCRIBER/MANAGING MEMBER OR MANAGER