


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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FILING FEE	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee \$ 188.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company DOCUMENT # M98000000679 ARCHON FINANCIAL, LLC 600 EAST LAS COLINAS BLVD., SUITE 800 IRVING TX 75039		1a. Principal Place of Business Address 600 EAST LAS COLINAS BLVD., IRVING TX 75039	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country	2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country	3. Date Organized or Qualified 06/26/1998	3a. State of Formation DE 4. FEI Number 75-2734174 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
		5. Date of Last Report	6. Certificate of Status Desired \$8.75 Additional Fee Required <input checked="" type="checkbox"/>

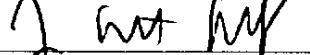
7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324 700002798837-0 -03/09/99--01024--007 ****197.50 ****197.50	8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code <div style="text-align: right;">FL </div>
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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
MGR	SCHECHNER, SHERIDAN P	85 BROAD STREET	NEW YORK NY
MGR	KOGAN, MARK J	85 BROAD STREET	NEW YORK NY
MGR	MNUCHIN, STEVEN T	85 BROAD STREET	NEW YORK NY
MGR	SABSHON, MITCHELL A	600 EAST LAS COLINAS BLVD.	IRVING TX
MGR	LOZIER, JAMES L	600 EAST LAS COLINAS BLVD.	IRVING TX
MGR	FRAPART, RICHARD R	600 EAST LAS COLINAS BLVD.	IRVING TX
MGR	MOFFETT, JAMES WESTON	600 EAST LAS COLINAS BLVD.	IRVING TX
MGR	WILLIAMS, TODD A.	100 CRESCENT COURT	DALLAS TX

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:  2/26/99 (972) 501-3900
 J. Weston Moffett, Manager