

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 10 PM 3: 12

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 # M98000000928

BRENTWOOD-LEXFORD PARTNERS, LLC
8615 FREEPORT PARKWAY, SUITE 200
IRVING TX 75063

1a. Principal Place of Business Address
8615 FREEPORT PARKWAY, SUITE
IRVING TX 75063

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		08/24/1998	TX
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For
Zip		Country		75-2759969 APPLIED FOR	<input type="checkbox"/> Not Applicable
				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) (FPOE Registered Agent signature required for late report filing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	FSC REALTY, LLC	9777 WILSHIRE BLVD., SUITE	BEVERLY HILLS CA

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: *Paul B...* 3-1-99 (972) 979-4880