


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		FILED APR 16 PM 5:00 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
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 # M98000001118 CARLYLE/FR INVESTORS, L.L.C. 311 SOUTH WACKER DRIVE, SUITE 4000 CHICAGO IL 60606		1a. Principal Place of Business Address 311 SOUTH WACKER DRIVE, SUIT CHICAGO IL 60606			
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 10/01/1998 4. FEI Number 36-4250600 5. Date of Last Report	
3a. State of Formation DE <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable		6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required			
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 <div style="text-align: center;">FL</div>		
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 _____ <small>(Registered Agent Accepting Appointment) (R/A) (Registered Agent signature required if a new agent is being appointed)</small>			DATE _____		
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code		
MGRM	FR OP FUND, LLC	311 SOUTH WACKER DRIVE, SU	CHICAGO IL		
8000002847848 -04/22/99--01091--001 ****377.50 ****188.75 <div style="font-size: 2em; transform: rotate(-15deg); opacity: 0.5;"> If A/B 188.75 CR </div>					
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: <u>Christopher M. Schneider</u>		3-25-99 (312) 344-4300			