

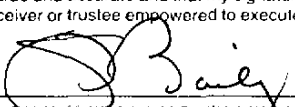


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED APR 26 PM 5:00 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
FILING FEE Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee \$ 188.75		Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company DOCUMENT # M98000001252 BHMC GENPAR, L.L.C. 14295 MIDWAY ROAD DALLAS TX 75244		1a. Principal Place of Business Address 14295 MIDWAY ROAD DALLAS TX 75244			
2. Principal Place of Business Suite, Apt. #, etc. City & State ADDISON, TX Zip Country 75001		2a. Mailing Address Suite, Apt. #, etc. City & State ADDISON, TX Zip Country 75001		3. Date Organized or Qualified 10/27/1998 4. FEI Number 75-2771070 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 CORPORATION SERVICE , COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301			8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) 100002860611 - 8 Suite, Apt. #, etc. -05/03/99 - 01124 - 013 ****188.75 ****188.75 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 _____)					
<small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when appointing)</small>					
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code		
MGR	BECKERT, JOHN A	14295 MIDWAY ROAD	DALLAS TX ADDISON, TX 75001		
MGR	MAYER, JEFFREY P	14295 MIDWAY ROAD	DALLAS TX ADDISON, TX 75001		
MGR	NOLAN, EDWARD J	14295 MIDWAY ROAD	DALLAS TX ADDISON, TX 75001		
MGR	BAILEY, JOHN D	14295 MIDWAY ROAD	DALLAS TX ADDISON, TX 75001		
MGR	LUCIER, LYNN M	14295 MIDWAY ROAD	DALLAS TX ADDISON, TX 75001		
MGR	KELSO, LINDA L	14295 MIDWAY ROAD	DALLAS TX ADDISON, TX 75001		
					
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:  John D. Bailey 4-14-99 (978) 391-3910					