
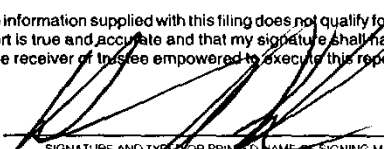


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee <b>\$ 188.75</b> Make Check Payable To: FLORIDA DEPARTMENT OF STATE		FILED <i>W 7/14</i> 99 JUL -6 AM 8:47 SECRETARY OF STATE TALLAHASSEE FLORIDA	
1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT # M98000001261</b>  ASHTON WOODS BUTLER L.L.C. ONE EAST FIRST STREET RENO NV 89501		1a. Principal Place of Business Address  ONE EAST FIRST STREET RENO NV 89501	
2. Principal Place of Business 202 South Minnesota St. Suite, Apt. #, etc.	2a. Mailing Address 202 South Minnesota St. Suite, Apt. #, etc.	3. Date Organized or Qualified 10/27/1998	3a. State of Formation NV
City & State Carson City, NV	City & State Carson City, NV.	4. FEI Number 65-0868570	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip 89703	Country U.S.A.	5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
7. Name and Address of Current Registered Agent  BOTOS, MICHAEL E 777 SOUTH FLAGLER DRIVE 1900 PHILLIPS POINT WEST WEST PALM BEACH FL 33401		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 <b>FL</b>	
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 reinstating)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	FREEMAN, BRUCE	250 LESMILL ROAD	DON MILLS, ONTARIO C
MGR	ROSENBAUM, HARRY	250 LESMILL ROAD	DON MILLS, ONTARIO C
MGR	JOFFE, SEYMOUR	250 LESMILL ROAD	DON MILLS, ONTARIO C
			800002936958--6 -07/20/99--01095--013 ****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)(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: 		April 25, 1999	
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date Day/Time Phone #	