

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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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 17 PM 1:53

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 # M98000001297 HORSE COUNTRY, L.L.C. 180 NORTH WACKER DRIVE, SUITE 500 CHICAGO IL 60606	1a. Principal Place of Business Address 180 NORTH WACKER DRIVE, SUIT CHICAGO IL 60606
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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 11/05/1998	3a. State of Formation IL
		4. FEI Number 36-4254974	<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 type="checkbox"/>

7. Name and Address of Current Registered Agent LEXIS DOCUMENT SERVICES, INC. 3953 W.W. KELLEY ROAD TALLAHASSEE FL 32301	8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code
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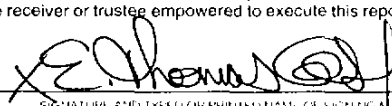
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of 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 reappointed) DATE _____

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	SHAFFER, JOHN E	180 NORTH WACKER DRIVE, SU	CHICAGO IL
MGR	MANOFSKY, CARL	180 NORTH WACKER DRIVE, SU	CHICAGO IL
MGR	COLLINS, E. THOMAS	180 NORTH WACKER DRIVE, SU	CHICAGO IL
MGR	LUBY, TIMOTHY J	180 NORTH WACKER DRIVE, SU	CHICAGO IL

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****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:  2/24/99 (312) 333-3555