


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

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DIVISION OF CORPORATIONS

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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 INVESTCENTER III, L.L.C. 2001 ROSS AVENUE, SUITE 3200 DALLAS TX 75201		DOCUMENT # M98000001552		1a. Principal Place of Business Address 2001 ROSS AVENUE, SUITE 3200 DALLAS TX 75201	
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 12/21/1998 3a. State of Formation DE 4. FEI Number 75-2777811 5. Date of Last Report <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>	
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) 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 _____ <small>(Registered Agent Accepting Appointment) (If Filing, Registered Agent signature required when new filing)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	DRACOS, F. JONATHAN	280 PARK AVENUE, 37TH FLOOR		NEW YORK NY	
MGR	LORD, EDWARD G	280 PARK AVENUE, 37TH FLOOR		NEW YORK NY	
MGR	FRASER, JOHN R	280 PARK AVENUE, 37TH FLOOR		NEW YORK NY	
MGR	MCCLAIN, ROBERT A	2001 ROSS AVENUE, SUITE 3200		DALLAS TX	
MGR	DONA, ANTHONY W	2001 ROSS AVENUE, SUITE 3200		DALLAS TX	

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. **Robert A. McClain, Venture Manager & Representative**

SIGNATURE: *X*

4/23/99 (214) 863-4000

SIGNATURE AND PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER