
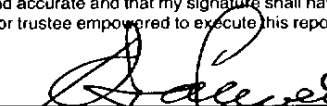


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

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 \$ 188.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company  ROCKLEDGE HMC BN LLC 10400 FERNWOOD ROAD BETHESDA MD 20817		DOCUMENT # M98000001562	
2. Principal Place of Business  Suite, Apt. #, etc.  City & State  Zip Country		1a. Principal Place of Business Address  10400 FERNWOOD ROAD BETHESDA MD 20817	
2a. Mailing Address  Suite, Apt. #, etc.  City & State  Zip Country		3. Date Organized or Qualified 12/22/1998  3a. State of Formation DE  4. FEI Number <input type="checkbox"/> Applied For <input checked="" 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  THE PRENTICE-HALL CORPORATION SYSTEM, 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 FL Zip Code	
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 reissuing)</small>			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	TOWNSEND, CHRISTOPHER	10400 FERNWOOD ROAD	BETHESDA MD
MGR	PARSONS, ROBERT E JR.	10400 FERNWOOD ROAD	BETHESDA MD
			9000002899889 -06/09/99--01087--003 ****943.75 ****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: 		Christopher G. Townsend 4/07/99 (301) 380-9000	