2005 LIMITED LIABILITY COMPANY ANNUAL REPORT

20	005 LIMITED LIA ANNUAL	BILITY COM REPORT	PANY	7		OS JUL	F. 1. F. D. 5: 29
DOCUMENT # M9900001912 1. Entity Name TERRABROOK APOLLO BEACH GP, L.L.C.					<i>A</i>	W.SZEE. EL	PH 5: 2
Principal Place of Business Mailing Address 3030 LBJ FREEWAY 3030 LBJ FREEWAY, LB6, SUITE 1500 DALLAS, TX 75234 DALLAS, TX 75234							
	Place of Business Centre Drive	3. Mailing Address 9820 Towne Centre Dri	20 Towne Centre Drive				
Suite, Apt, Suite 100		Suite, Apt. #, etc. Suite 100			07012005 Chg-LLC	CR2E083 (10/03)	····
City & Stat San Diego, C	A	City & State San Diego, CA Zip Count			4. FEI Number 75-2849294	No	plied For at Applicable
Zip 92121	Country USA 6. Name and Address of Current F	92121	Country USA		Certificate of Status Desired Name and Address of New F	S5.00 Add Fee Require	
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324				Name NRAI Services, Inc. Street Address (P.O. Box Number is Not Acceptable) 2731 Executive Park Drive Suite 4			
Elly Weston 8. The above name of antity submits the statement for the purpose of changing its registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent Paul J. Hagan, Assistant Secretary Filling Fee Is \$50.00 Due by September 7, 2005 Pilling Fee Is \$50.00 Due by September 7, 2005							
9. TITLE	MANAGING MEMBER	RS/MANAGERS Deteta	10.	MGRM		/CHANGES	Addition
NAME STREET ADDRESS CITY-ST-ZIP	NNP II-INVESTMENTS III, L.P. 9404 GENESEE AVE. SUITE 230		NAME STREET ADD CITY-ST-ZIF	NNP II-I 9820 Tox	nvestments III, L.P. wne Centre Drive Suite 100 a. CA 92121		
TITLE NAME STREET ADDRESS CITY-ST-ZIP		☐ Delete	TITLE NAME STREET ADO CITY-ST-ZIF			☐ Change	Addition
TITLE NAME STREET ADDRESS CITY-S1-ZIP		☐ Delete	TITLE NAME STREET ADD CITY-ST-ZH		0000 5 07/28/050	580102: 1033010	□ Addition ≥ □ **50.00
TITLE NAME STREET ADDRESS CITY-ST-ZIP	☐ Delete TITL NAW STRI			DRESS (☐ Change	Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	Deleta TITL NAM STRI CITY			DAESS IP		Change	☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP		☐ Defete	TITLE NAME STREET ADD CITY-ST-ZIF	1		☐ Change	Addition
11. I 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 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.							
SIGNATURE: Please see attached SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGER, MANAGER, OR AUTHORIZED REPRESENTATIVE Date Dayling Proce #							

M99000001912

SIGNATURE PAGE

TO

LIMITED LIABILITY COMPANY ANNUAL REPORT OF

Terrabrook Apollo Beach G.P., L.L.C.



Terrabrook Apollo Beach GP, L.L.C., a Delaware limited liability company,

By:

Its: Dolores A. Valle, Assistant Secretary

July 15, 2005

SK