FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED May 19 1998 8:00am FLORIDA DEPARTMENT OF STATE **CORPORATION** Sandra B. Mortham Secretary of State ANNUAL REPORT Secretary of State DIVISION OF CORPORATIONS 1998 DOCUMENT # (0)P26463 TCW REALTY FUND II HOLDING COMPANY Principal Place of Business Mailing Addross **%TOW REALTY ADVISORS %TCW REALTY ADVISORS** 965 SO. FIGUEROA ST., STE. 3500 865 SO. FIGUEROG ST., STE. 3500 DO NOT WRITE IN THIS SPACE LOS ANGELES CA 90071 LOS ANGELES CA 90071 3. Date Incorporated or Qualified 10/16/1989 2a. Mailing Address 865 S. Figueroa Street 2. Principal Place of Business 4. FEI Number Applied For 95-3910382 21 26 Not Applicable Suite, Apt. #, etc. Suite, Apt. #, etc \$8.75 Additional XX 5. Certificate of Status Desired Suite 3500 Fee Required 22 City & State City & State 6. Election Campaign Financing \$5.00 May Be Trust Fund Contribution 23 28 Added to Fees Country Country 8. This corporation owes or has paid the current year Intangible 24 25 29 30 Personal Property Tax due June 30. 10. Name and Address of New Registered Agent 9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET Street Address (P.O. Box Number is Not Acceptable) STE #105 83 TALLAHASSEE FL 32301 84 City 85 Zip Code 11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes. SIGNATURE (NOTE Registered Agent's greature required when reinstaling) Signature: Typed or pricted name of registered agent and fit of applicable OFFICERS AND DIRECTORS ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 12, 13. XX Change Addition DELETE 1.1 TIME TITLE CLOTFELTER, RICHARD C Zerbst, Robert H. NAME 1.2 NAME 865 S. FIGUEROA STREET, SUITE 3500 STREET ADURESS 1.3 STREET ADDRESS LOS ANGELES CA 90017-2543 CHTY - ST - ZIP 1.4 CITY - ST - ZIP EVD DELETE Change Addition TITLE 2.1 TITLE ZARROW, STANTON H. NAME 2.2 NAM8 865 SOUTH FIGUEROA, STE. 3500 STREET ADDRESS 2.3 STREET ADDRESS LOS ANGELES CA 90017 CITY-ST-ZIP 2. 4 CITY - ST - ZIP DELETE XX Change Addition TITLE 3.1 THEF S/D Roth, Herbert L. STARK, TODD E. NAME **3.2 NAME** 865 SOUTH FIGUEROA, STE. 3500 STREET ADDRESS 3.3 STREET ADDRESS LOS ANGELES CA 90017 3 4. CITY - ST - 2(P CITY-ST-ZIP DELETE Change Addition TITLE 4.1 TITLE ROMANAK, LAURIE E NAME 4. 2 NAME 865 S. FIGUEROA STREET, SUITE 3500 4.3 STREET ADDRESS STREET ADDRESS LOS ANGELES CA 90017-2543 CITY-S1-2IP 4.4 CITY - ST - ZIP DELETE D/SVP XX Change Addition TITLE 5 1 TITLE TRACY, SCOTT E 5.2 NAME NAME 865 FIGUEROA STREET, SUITE 3500 5.3 STREET ADDRESS STREET ADDRESS LOS ANGELES CA 90017 CITY-ST-ZIP 5.4 C(1Y - ST - 2(P

14. Thereby 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 or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

6.4 CITY - \$1 - ZIP

63 STREET ADDRESS

61 TITLE

6.2 NAME

SIGNATURE:

BELL, JIM

LOS ANGELES CA

865 S FIGUEROA STREET, #3500

TITEF

NAME

STREET ADDRESS

Zel

XXDELETE

4/20/98

(213)683-4200

Change

Addition