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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000065488

1. Corporation Name

WESTWIND REAL ESTATE INVESTMENTS, INC.

Principal Place of Business

12555 HIGH BLUFF DRIVE
SUITE 120
SAN DIEGO CA 92130

Mailing Address

12555 HIGH BLUFF DRIVE
SUITE 120
SAN DIEGO CA 92130

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

81 Name

Corporation Service Company

82 Street Address (P.O. Box Number is Not Acceptable)

1201 Hays Street

83

84 City

Tallahassee, FL 32301

FL

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 Dolores Burton, Asst Secretary

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when re-registering)

5-17-99

DATE

12. OFFICERS AND DIRECTORS

TITLE D [] DELETE

NAME STRAUSS, MICHAEL L
STREET ADDRESS 12555 HIGH BLUFF DRIVE
CITY-ST-ZIP SAN DIEGO CA 92130

TITLE DCFT [X] DELETE

NAME FRIEDMAN, STEPHEN
STREET ADDRESS 12555 HIGH BLUFF DRIVE
CITY-ST-ZIP SAN DIEGO CA 92130

TITLE D [] DELETE

NAME STIDD, ANDREW L
STREET ADDRESS 25 W 43RD STREET STE 704
CITY-ST-ZIP NEW YORK NY 10036

TITLE P [] DELETE

NAME OSTRIE, WILLIAM S
STREET ADDRESS 12555 HIGH BLUFF DRIVE
CITY-ST-ZIP SAN DIEGO CA 92130

TITLE S [] DELETE

NAME LABRECHE, STEPHEN O
STREET ADDRESS 12555 HIGH BLUFF DRIVE
CITY-ST-ZIP SAN DIEGO CA 92130

TITLE [] DELETE

NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE [] Change [] Addition

12 NAME

13 STREET ADDRESS

14 CITY-ST-ZIP

21 TITLE

22 NAME

23 STREET ADDRESS

24 CITY-ST-ZIP

31 TITLE

32 NAME

33 STREET ADDRESS

34 CITY-ST-ZIP

41 TITLE

42 NAME

43 STREET ADDRESS

44 CITY-ST-ZIP

51 TITLE

52 NAME

53 STREET ADDRESS

54 CITY-ST-ZIP

61 TITLE

62 NAME

63 STREET ADDRESS

64 CITY-ST-ZIP

CFO
BROOKS-GONYER, GEORGE
12555 HIGH BLUFF DRIVE
SAN DIEGO, CA 92130

[X] Change [] Addition

[] Change [] Addition

*****2892368-0

-06/02/99-0044-007

****150.00 ****150.00

[] Change [] Addition

Director, VP & Secretary

[X] Change [X] Addition

[] Change [] Addition

14. 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 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, with all other like empowered

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-15-99

6/19 481-3200

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