


**FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED
98 DEC 31 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



1. Name of Limited Partnership LIBERTY ASSOCIATES III L.P. LTD.	1a. DOCUMENT # A25583
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Mailing Address % THE RELATED COMPANIES, INC. 625 MADISON AVE. NEW YORK NY 10022	Principal Office Address % THE RELATED COMPANIES, INC. 625 MADISON AVE. NEW YORK NY 10022	3. Date Formed or Registered 12/10/1987	5a. Capital Contributions as Shown on record. \$100.00
		3a. Date of Last Report 10/20/1997	
		4. State or Country of Formation DE	5b. Amount of Capital Contributions in FLORIDA to date:
		6. FEI Number 13-3442942	
2. Mailing Address Suite, Apt. #, etc. City & State Zip Country		2a. Principal Office Address Suite, Apt. #, etc. City & State Zip Country	
		7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
8. Make check payable to: Dept. of State (See reverse side for fee information)			

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324	10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code
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10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, 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 its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
REATED CREDIT PROPERTIES L. LIBERTY GP III, INC.	C/O 625 MADISON AVENU C/O WORLD FINANCIAL C	NEW YORK NY 10022 NEW YORK NY	A29972 F93000001330

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Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE *Lynn A. McMahon* DATE 9/6/98

Typed or Printed Name of General Partner Signing Form Lynn McMahon, Sec Daytime Telephone Number 212-421-5333

CR2E003 (8/98)