FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1998



B3RD PARTNERS, A CALIFORNIA LIMITED PARTNERSHIP

FLORIDA DEPARTMENT OF STATE

Sanóra B. Mortham

Secretary of State **DIVISION OF CORPORATIONS**

1. Name of Limited Partnership

DOCUMENT # A25644

FILED

97 OCT 22 PM 3: 09.

SECRETARY OF STATE-TALLAHASSEE, FLORIDA



	9	8-A8 M		
Malling Address	Principal Office Address		3. Date Formed or Registered	58. Capital Contributions as Shown on record.
5603 NORTH STATE ROAD 7	5603 NORTH STATE ROAD 7		12/18/1987	\$350,000.00
FORT LAUDERDALE FL 33319	FORT LAUDERDALE FL 33319)	3a. Date of Last Report	\$050,000.00
			12/09/1996	5b. Amount of Capital Contributions in FLORIDA
			4. State or Country of Formation	to date:
2. Malling Address	2a. Principal Office Addres	S	CA	
Suite, Apt. #, etc.	Suite, Apt. #, etc.		6. FEI Number	Applied For
City & State	City & State		95-4135199	Not Applicable
			7. Certificate of Status Desired	\$8.75 Additional
Zip Country	Zip	Country	9	Fee Required
			8. Make check payable to: Dept. of State (See reverse side for fee Information)	
9. Name and Address of Current Registered Agent		10. If changed, new Registers	ed Agent/Office	
SHARFF, BURTON G. 2315 SOUTH CONGRESS AVENUE WEST PALM BEACH FL 33406		Name .		
		Street Address (P.O. Box Number Is Not Acceptable)		
		Suite, Apt. #, etc.		
		City		Zip Code

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) _

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

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11. Name(s) of General Parlner(s)	Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number		
CRANDALL, ROBERT C.	5603 NORTH STATE ROAD	FORT LAUDERDALE FL 33			
GARRIS, STANLEY R.	5603 NORTH STATE ROAD	FORT LAUDERDALE FL 33			
		-10/28	33 1476 2 /9701048015		
		****3	48.75 ****348.75		

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

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 Pariner of the limited partnership, receiver or trustee ert as required by chapter 620, Florida Statutes.

Robert C. Crandall

9/12/97

(954) 486 4453