

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

LIMITED PARTNERSHIP ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

97 SEP 15 PM 3:48

1. Name of Limited Partnership BAL HARBOUR SHOPS, LTD.	1a. DOCUMENT # A92000000254
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2. Mailing Address % MICHAEL D. KATZ, ESQUIRE 2699 S. BAYSHORE DR., 7TH FL. MIAMI FL 33133	2a. Principal Office Address 9700 COLLINS AVENUE BAL HARBOUR FL 33154	3. Date Formed or Registered 12/11/1992 3a. Date of Last Report 10/03/1996 4. State or Country of Formation FL
5a. Capital Contributions as Shown on record \$64,409.00	5b. Amount of Capital Contributions in FLORIDA to date:	6. FEI Number 59-1421191
7. Certificate of Status Desired	<input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable	8. Make check payable to: Dept. of State (See reverse side for fee information) \$8.75 Additional Fee Required

9. Name and Address of Current Registered Agent KATZ, MICHAEL D ESQUIRE 2699 S. BAYSHORE DR., 7TH FL MIAMI FL 33133

10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City

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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
WHITMAN, WILLIAM F	9700 COLLINS AVENUE	BAL HARBOUR FL 33154	KWM
WHITMAN, STANLEY F	9700 COLLINS AVENUE	BAL HARBOUR FL 33154	
WHITMAN, DUDLEY A	9700 COLLINS AVENUE	BAL HARBOUR FL 33154	
WHITMAN, RANDALL A	9700 COLLINS AVENUE	BAL HARBOUR FL 33154	

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 600, Florida Statutes.

SIGNATURE Stanley F. Whitman DATE 9/9/97
 Typed or Printed Name of General Partner Signing Form STANLEY F. WHITMAN Daytime Telephone Number (305) 866-0311

CR2E003 (6/97)