

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC 26 AM 8:39

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1. Name of Limited Partnership Bern-Chuck, W-2, Ltd.	1a. DOCUMENT # A97000002202
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Mailing Address c/o Aaron J. Edelstein 40 Island Avenue Miami Beach, FL 33139	Principal Office Address c/o Aaron J. Edelstein 40 Island Avenue Miami Beach, FL 33139	3. Date Formed or Registered 10/10/97	5a. Capital Contributions as Shown on record 1,470,000.00
2. Mailing Address 40 Island Avenue	2a. Principal Office Address 40 Island Avenue	3a. Date of Last Report N/A	5b. Amount of Capital Contributions in FLORIDA to date: 1,470,000.00
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. State or Country of Formation Florida	6. FEI Number 65-0767241
City & State Miami Beach, FL	City & State Miami Beach, FL	7. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip 33139	Country USA	8. Make check payable to: Dept. of State (See reverse side for fee information)	

9. Name and Address of Current Registered Agent Aaron J. Edelstein The Lido Spa 40 Island Avenue Miami Beach, FL 33139	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
Edelstein Enterprises, Inc.	40 Island Avenue	Miami Beach, FL 33139	P97000056043
000002396200-4 -01/09/98-01109-017 ****50.00 ****550.00			

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 *AJ Edelstein* DATE **12/19/97**
AARON J. EDELSTEIN, President
 of **Edelstein Enterprises, Inc.** Daytime Telephone Number **305/538-4621**

CR2E003 (6/97)