

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

FILED

98 DEC 28 AM 8:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership KENDALE FLEXSPACE, LTD.		1a. DOCUMENT # A98000002260	
2. Mailing Address 1400 NW 107 AVENUE Suite, Apt. #, etc. City & State MIAMI, FL Zip 33172		2a. Principal Office Address 1400 NW 107 AVENUE Suite, Apt. #, etc. City & State MIAMI, FL Zip 33172	
3. Date Formed or Registered 09/30/98		5a. Capital Contributions as Shown on record. \$1,400,000.00	
3a. Date of Last Report N/A		5b. Amount of Capital Contributions in FLORIDA to date:	
4. State or Country of Formation FL		6. FEI Number 65-0864630	
7. Certificate of Status Desired		8. Make check payable to: Dept. of State (See reverse side for fee information)	
9. Name and Address of Current Registered Agent LEVY, JOEL 1400 NW 107 AVENUE MIAMI, FL 33172		10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) 300002744963--3 Suite, Apt. #, etc. -01/15/99--01123--008 City ***526.25 FL ***526.25	
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
KENDALE FLEXSPACE LLC	1400 NW 107 AVENUE	MIAMI, FL 33172	L98000001922
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 _____		DATE 12/24/98	
Typed or Printed Name of General Partner Signing Form JOEL LEVY, EXEC. VICE-PRES. Daytime Telephone Number (305) 392-4050			

of Adler Newco GP, Inc., Managing General Partner
of AP-Adler Investment Fund, L.P., Managing Member
of AP-Adler GP LLC, General Partner
of AP-Adler SPV, Ltd., Managing Member

CR2E003 (8/98)