

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

<b>LIMITED PARTNERSHIP ANNUAL REPORT 1999</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**FILED** *LC/3*  
**99 FEB -2 PM 12: 15**  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

<b>1. Name of Limited Partnership</b>  C.E. UNTERBERG, TOWBIN ADVISORS, L.P.	<b>1a. DOCUMENT #</b> <b>B96000000262</b>
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<b>Mailing Address</b>  10 EAST 50TH STREET NEW YORK NY 10022	<b>Principal Office Address</b>  10 EAST 50TH STREET NEW YORK NY 10022	<b>3. Date Formed or Registered</b> 07/08/1996 <b>3a. Date of Last Report</b> 04/08/1998 <b>4. State or Country of Formation</b> DE
<b>2. Mailing Address</b>	<b>2a. Principal Office Address</b>	<b>5a. Capital Contributions as Shown on record.</b> \$21,000,000.00 <b>5b. Amount of Capital Contributions in FLORIDA to date:</b> \$150,000.00
Suite, Apt. #, etc.	Suite, Apt. #, etc.	<b>6. FEI Number</b> 13-3707774 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
City & State	City & State	<b>7. Certificate of Status Desired</b> <input type="checkbox"/> \$8.75 Additional Fee Required
Zip Country	Zip Country	<b>8. Make check payable to: Dept. of State (See reverse side for fee information)</b>

<b>9. Name and Address of Current Registered Agent</b>  CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301
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<b>10. If changed, new Registered Agent/Office</b> 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
UNTERBERG, THOMAS I	10 EAST 50TH STREET	NEW YORK NY 10022	600002770146--9
TOWBIN, ABRAHAM ROBERT	10 EAST 50TH STREET	NEW YORK NY 10022	02/09/99--01099--003 ****437.50 ****437.50
ARNO, ANDREW	10 EAST 50TH STREET	NEW YORK NY 10022	
BLUM, ANDREW S	10 EAST 50TH STREET	NEW YORK NY 10022	
DEXHEIMER, JOHN	10 EAST 50TH STREET	NEW YORK NY 10022	
FINNERTY, BRAIN	10 EAST 50TH STREET	NEW YORK NY 10022	

**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 *Robert Matuck* DATE *12/17/98*

Typed or Printed Name of General Partner Signing Form: ROBERT MATUCK Daytime Telephone Number: (212) 572-8175

CR2E003 (8/98)