

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

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| LIMITED PARTNERSHIP ANNUAL REPORT 1999 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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FILED
99 JAN 25 PM 1:30

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| 1. Name of Limited Partnership JEFFERSON ARBOUR LIMITED PARTNERSHIP | 1a. DOCUMENT # B98000000336 |
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| Mailing Address 600 EAST LAS COLINAS BLVD., SUITE 1800 IRVING TX 75039 | Principal Office Address 600 EAST LAS COLINAS BLVD., SUITE 1800 IRVING TX 75039 |
| 2. Mailing Address Suite, Apt. #, etc. City & State Zip Country | 2a. Principal Office Address Suite, Apt. #, etc. City & State Zip Country |

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| 3. Date Formed or Reg. Shd. 05/29/1998 | 5a. Capital Contributions as Shown on record \$2,000,000.00 |
| 3a. Date of Last Report | 5b. Amount of Capital Contributions in FL OR FEA to date \$1,746,741 |
| 4. State or Country of Formation DE | <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable |
| 6. FEI Number 75-2766036 | 7. Certificate of Status Desired <input type="checkbox"/> \$8.75 A Statement Fee Required |
| 8. Make check payable to Dept. of State (See reverse side for fee information) \$526.25 | |

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| 9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525 | 10. If changed, new Registered Agent Office Name: Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City Zip Code: FL |
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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.

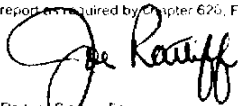
SIGNATURE (Registered Agent Accepting Appointment): _____ DATE: _____
A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

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| 11. Name(s) of General Partner(s) APARTMENT COMMUNITY REALTY L | 11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 600 EAST LAS COLINAS | 11b. City, State & Zip Code IRVING TX 75039 | 11c. Registration Document Number M97000000516 |
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 1578.75 *526.25

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.

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| SIGNATURE:  Typed or Printed Name of General Partner Signing Form: Joe Ratliff | DATE: 12/4/98 912-556-3821 | Joe Ratliff Vice President Taxation Daytime Telephone Number: |
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CR2E003 (9/98)