

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
 AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED

Sep 10 1997 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000003889 (1)
 1. Corporation Name
ATRIUM APARTMENTS, INC.



Principal Place of Business C/O THE RELATED COMPANIES, L.P. 625 MADISON AVE. NEW YORK NY	Mailing Address C/O THE RELATED COMPANIES, L.P. 625 MADISON AVE. NEW YORK NY
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/11/1995	3a. Date of Last Report 03/07/1996
21. Suite, Apt. #, etc.	22. City & State	23. Zip	24. Country	4. FEI Number APPLIED FOR 13-3842017	Applied For <input type="checkbox"/> Not Applicable <input type="checkbox"/>
25. Suite, Apt. #, etc.	26. City & State	27. Zip	28. Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
29. Suite, Apt. #, etc.	30. City & State	31. Zip	32. Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
g. Name and Address of Current Registered Agent				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

g. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				10. Name and Address of New Registered Agent	
				81. Name	
				82. Street Address (P.O. Box Number is Not Acceptable)	
				83.	
				84. City	85. Zip Code FL

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MARRON, EDWARD W JR	1.2 NAME	
STREET ADDRESS	625 MADISON AVE., 9TH FLOOR	1.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10022	1.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEVINE, DAVID	2.2 NAME	
STREET ADDRESS	625 MADISON AVE., 9TH FLOOR	2.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10022	2.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SOKOLOVIC, JOHN	3.2 NAME	Senior VICE President/Treasurer
STREET ADDRESS	625 MADISON AVE., 9TH FLOOR	3.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10022	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AUGENBLICK, ANDREW	4.2 NAME	
STREET ADDRESS	625 MADISON AVE., 9TH FLOOR	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10022	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BOWERS, BRYAN	5.2 NAME	Paul Hellmars
STREET ADDRESS	ONE CHASE MANHATTAN PLAZA, 44TH FLOOR	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10005	5.4 CITY-ST-ZIP	
TITLE	D <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	LOVESTAD, H S	6.2 NAME	VICE President
STREET ADDRESS	ONE CHASE MANHATTAN PLAZA, 44TH FLOOR	6.3 STREET ADDRESS	625 Madison Ave, 9th Floor
CITY-ST-ZIP	NEW YORK NY 10005	6.4 CITY-ST-ZIP	New York, NY 10022

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE _____

CR2E034 (4/97)