

**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 SEP 28 PM 1:20
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

1. Name of Limited Partnership SB PARTNERS, LTD.	1a. DOCUMENT # A05332
---	--

2. Mailing Address 666 FIFTH AVENUE NEW YORK NY 10103	2a. Principal Office Address 666 FIFTH AVENUE NEW YORK NY 10103
--	--

3. Date Formed or Registered 11/19/1976	5a. Capital Contributions as Shown on record. \$5,861,363.00
3a. Date of Last Report 09/25/1997	5b. Amount of Capital Contributions in FLORIDA to date: \$495,000

4. State or Country of Formation NY	6. FEI Number 13-6294787
---	------------------------------------

7. Certificate of Status Desired <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable	8. Make check payable to: Dept. of State (See reverse side for fee information) \$8.75 Additional Fee Required
---	--

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324	10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code
---	--

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) SB PARTNERS REAL ESTATE CORP	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 666 FIFTH AVENUE, 26T	11b. City, State & Zip Code NEW YORK NY 10103	11c. Registration/Document Number P02962
--	---	---	--

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.

SB Partners Real Estate Corporation

SIGNATURE <i>Ellyn Baron</i>	DATE 9/11/98
------------------------------	--------------

Typed or Printed Name of General Partner Signing Form <i>Ellyn Baron, Assistant Secretary</i>	Daytime Telephone Number <i>(212) 408-8929</i>
---	--

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.

SB Partners Real Estate Corporation

SIGNATURE <i>Ellyn Baron</i>	DATE 9/11/98
------------------------------	--------------

Typed or Printed Name of General Partner Signing Form <i>Ellyn Baron, Assistant Secretary</i>	Daytime Telephone Number <i>(212) 408-8929</i>
---	--

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.

SB Partners Real Estate Corporation

SIGNATURE <i>Ellyn Baron</i>	DATE 9/11/98
------------------------------	--------------

Typed or Printed Name of General Partner Signing Form <i>Ellyn Baron, Assistant Secretary</i>	Daytime Telephone Number <i>(212) 408-8929</i>
---	--



CR2E003 (8/98)