


FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT  
TO REVOCATION AND \$500 PENALTY FEE

<b>LIMITED PARTNERSHIP ANNUAL REPORT 1998</b>		 <b>FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS</b>	
<b>1. Name of Limited Partnership</b>  <b>PALISADES APARTMENTS, LTD.</b>		<b>1a. DOCUMENT #</b> <b>A09409</b>	
<b>Mailing Address</b> <b>P. O. BOX 1069 GREENVILLE SC 29602</b>		<b>Principal Office Address</b> <b>ONE INSIGNIA FINANCIAL PLAZA GREENVILLE SC 29601</b>	
<b>2. Mailing Address</b>		<b>2a. Principal Office Address</b>	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip Country		Zip Country	
		<b>3. Date Formed or Registered</b> <b>10/09/1980</b>	
		<b>3a. Date of Last Report</b> <b>01/02/1997</b>	
		<b>4. State or Country of Formation</b> <b>FL</b>	
		<b>5a. Capital Contributions as Shown on record.</b> <b>\$1,210,000.00</b>	
		<b>5b. Amount of Capital Contributions in FLORIDA to date:</b> <b>1,210,000.00</b>	
		<b>6. FEI Number</b> <b>91-1136310</b>	
		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
		<b>7. Certificate of Status Desired</b> <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
		<b>8. Make check payable to: Dept. of State (See reverse side for fee information)</b>	

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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#1000 100 09/17

<b>9. Name and Address of Current Registered Agent</b> <b>C T CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324</b>		<b>10. If changed, now Registered Agent/Office</b>	
		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.**

<b>11. Name(s) of General Partner(s)</b>	<b>11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)</b>	<b>11b. City, State &amp; Zip Code</b>	<b>11c. Registration/Document Number</b>
POHRER, JAMES E.	2303 COMMERCE TR 911M	KANSAS CITY MO	
BRUNE, PETER S.	916 WALNUT SUITE 400	KANSAS CITY MO	
SECURITY PROPERTIES-'80	1201 3RD AVE #5400	SEATTLE WA 98101	G93091900021

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-01/08/98--01101--017  
\*\*\*\*541.25 \*\*\*\*541.25

**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.

SIGNATURE *Security Properties Management Inc. Admin. Agent*

DATE

Typed or Printed Name of General Partner Signing Form

Daytime Telephone Number

CR2E003 (6/97)