


**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. McRham Secretary of State DIVISION OF CORPORATIONS		FILED 99 FEB 23 PM 1:18 SECRETARY OF STATE TALLAHASSEE, FLORIDA															
1. Name of Limited Partnership <div style="border: 1px solid black; padding: 5px; margin-top: 10px;"> 1a. DOCUMENT # <div style="font-size: 1.5em; font-family: cursive;">A09442</div> </div>		Sunrise Apartments, Ltd.																	
2. Mailing Address Suite, _____ City & 7809 Cooper Road Cincinnati, OH 45242 Zip _____		2a. Principal Office Address Suite, _____ City & 7809 Cooper Road Cincinnati, OH 45242 Zip _____		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; vertical-align: top;"> 3. Date Formed or Registered <div style="font-size: 1.2em;">10-16-80 73</div> </td> <td style="width: 50%; vertical-align: top;"> 5a. Capital Contributions as Shown on record <div style="font-size: 1.2em;">4 570,000.00 00</div> </td> </tr> <tr> <td style="vertical-align: top;"> 3a. Date of Last Report <div style="font-size: 1.2em;">12-18-97</div> </td> <td style="vertical-align: top;"> 5b. Amount of Capital Contributions in FLORIDA to date </td> </tr> <tr> <td colspan="2" style="vertical-align: top;"> 4. State or Country of Formation <div style="font-size: 1.2em; font-family: cursive;">Florida</div> </td> </tr> <tr> <td colspan="2" style="vertical-align: top;"> 6. FEI Number <div style="font-size: 1.2em;">59-2031734</div> </td> <td colspan="2" style="vertical-align: top;"> <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable </td> </tr> <tr> <td colspan="2" style="vertical-align: top;"> 7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required </td> <td colspan="2" style="vertical-align: top;"> 8. Make check payable to Dept. of State (See reverse side for fee information) </td> </tr> </table>		3. Date Formed or Registered <div style="font-size: 1.2em;">10-16-80 73</div>	5a. Capital Contributions as Shown on record <div style="font-size: 1.2em;">4 570,000.00 00</div>	3a. Date of Last Report <div style="font-size: 1.2em;">12-18-97</div>	5b. Amount of Capital Contributions in FLORIDA to date 	4. State or Country of Formation <div style="font-size: 1.2em; font-family: cursive;">Florida</div>		6. FEI Number <div style="font-size: 1.2em;">59-2031734</div>		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable		7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required		8. Make check payable to Dept. of State (See reverse side for fee information)	
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9. Name and Address of Current Registered Agent <div style="border: 1px solid black; padding: 5px; margin-top: 10px;"> Name Street Add Suite, Apt City </div>	10. If changed, new Registered Agent/Office <div style="border: 1px solid black; padding: 5px; margin-top: 10px;"> Name Street Add Suite, Apt City </div>
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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) *Gregory K McGrath* DATE 1/11/99

**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) Baron Capital LIII, Inc.	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 7826 Cooper Road	11b. City, State & Zip Code Cincinnati, OH 45242	11c. Registration/Document Number <div style="font-size: 1.2em; font-family: cursive;">P97000037649</div>
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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 *Gregory K McGrath* DATE 1/11/99
 Typed or Printed Name of General Partner Signing Form Gregory K McGrath Daytime Telephone Number 513 984 5001

CR2E003 (9/98)