

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

FILED

97 NOV -3 PH 3:41

SECRETARY OF STATE
TALLAHASSEE FLORIDA

LIMITED PARTNERSHIP ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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1. Name of Limited Partnership	1a. DOCUMENT # A14769
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FOREST HILL ASSOCIATES, LTD.



MLC 11/3/97

2. Mailing Address	2a. Principal Office Address	3. Date Formed or Registered	5a. Capital Contributions as Shown on record.
C/O JAMES W. SHINDELL, ESQ. 201 SO. BISCAYNE BLVD., SUITE 2400 MIAMI FL 33131	6164 FOREST HILL BLVD. PALM BEACH FL 33415	06/24/1983	\$2,800,000.00
Suite, Apt. #, etc.	Suite, Apt. #, etc.	3a. Date of Last Report	5b. Amount of Capital Contributions in FLORIDA to date:
City & State	City & State	01/30/1997	
Zip	Country	4. State or Country of Formation	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
		FL	
		6. FEI Number	<input type="checkbox"/> \$8.75 Additional Fee Required
		59-2294507	
		7. Certificate of Status Desired	8. Make check payable to: Dept. of State (See reverse side for fee information)

9. Name and Address of Current Registered Agent KELLEY DRYE & WARREN LLP ATTN: JAMES W. SHINDELL 201 S. BISCAYNE BLVD., SUITE 2400 MIAMI FL 33131
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10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City	700002339407--8 -11705797--01098--003 ****541.25 ****541.25 FL Zip Code
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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.

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
FOREST HILL REALTY CORP.	6431 COW PEN ROAD	MIAMI LAKES FL 33014	J39127

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 By: John L. Hatfield President DATE 10/13/97
 Typed or Printed Name of General Partner Signing Form John L. Hatfield Daytime Telephone Number (404) 420-5601

CR2E003 (6/97)