



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

LIMITED PARTNERSHIP ANNUAL REPORT 1998				FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 97 NOV 24 AM 10:50	
1. Name of Limited Partnership FIRST CAPITAL INSTITUTIONAL REAL ESTATE, LTD.-3		1a. DOCUMENT # A18232					
Mailing Address TWO NORTH RIVERSIDE PLAZA SUITE 2100 CHICAGO IL 60606		Principal Office Address TWO NORTH RIVERSIDE PLAZA SUITE 2100 CHICAGO IL 60606		3. Date Formed or Registered 11/06/1984		5a. Capital Contributions as Shown on record. \$45,292,236.00	
				3a. Date of Last Report 12/17/1996		5b. Amount of Capital Contributions in FLORIDA to date: \$41,113,801	
2. Mailing Address Suite, Apt. #, etc. Suite 1100 City & State Zip Country		2a. Principal Office Address Suite, Apt. #, etc. Suite 1100 City & State Zip Country		4. State or Country of Formation FL		6. FEI Number 36-3330657 <input type="checkbox"/> Applied For <input checked="" 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)	

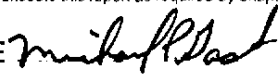
9. Name and Address of Current Registered Agent PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301		10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code	
		600002360926-0 12/02/97-01060-024 ****541.25 ****541.25 FL	

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) FIRST CAPITAL FINANCIAL CORP	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 2 N. RIVERSIDE PLAZA	11b. City, State & Zip Code CHICAGO IL	11c. Registration/Document Number 473197
			

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: First Capital Financial Corporation
 as ~~Managing~~ General Partner

DATE

Michael P. Gast, Assistant Vice President

Typed or Printed Name of General Partner Signing Form

Daytime Telephone Number

11/18/97
 312/906-6865

CP2E003 (6/97)