

Document Number Only

A 18 289

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

Sunset Square Associates, Limited Partnership

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
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- Annual Report
- Reservation
- Photo Copies
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CR2E031 (1-89)

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4/11/97

97 APR 11 PM 3:58
SECRETARY OF STATE
OFFICE OF CORPORATIONS

700002143707--7
-04/15/97--01061--032
*****52.50 *****52.50

DEPARTMENT OF CORPORATIONS
MAR 21 AM 10:29

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 11 PM 3:58

Sunset Square Associates, Limited Partnership
(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on December 1, 1984, adopts the following certificate of amendment to its certificate of limited partnership:


FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

Pursuant to an Amended and Restated Agreement of Partnership (the "Partnership") of Sunset Square Associates, Limited Partnership, Starr Realty Management MGP Corp. purchased a 0.0129% interest in the Partnership and was thereby admitted to the Partnership as a general partner. Angelo Mariani will continue as a general partner.

F97500501902

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)
Signature of current general partner



Angelo Mariani

Signature(s) of new general partners(s), if applicable:

STARR REALTY MANAGEMENT MGP CORP.

By: _____
Name:
Title:

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

FILED
STATE
CORPORATIONS
DIVISION
APR 11 1997
PH 3-58

Sunset Square Associates, Limited Partnership

(Insert name currently on file with Florida Dept. of State)

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THIRD: Signature(s)

Signature of current general partner:

Angelo Mariani

Signature(s) of new general partners(s), if applicable:

STARR REALTY MANAGEMENT MGP CORP.

By: _____

Name: Edward E. Matthews

Title: President

**FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**



A18289

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS**

97 APR 11 PM 3: 58

4/11/97 BY CUS

LIMITED PARTNERSHIP ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Secretary of State DIVISION OF CORPORATIONS	
1. Name of Limited Partnership SUNSET SQUARE ASSOCIATES, LIMITED PARTNERSHIP		1a. DOCUMENT # A18289	
2. Mailing Address Suite, Apt #, etc 303 E. 17th Ave, Ste 770 City & State Denver, Colorado Zip Country 80203 U.S.A.		2a. Principal Office Address Suite, Apt #, etc 303 E. 17th Ave, Ste 770 City & State Denver, Colorado Zip Country 80203 U.S.A.	
3. Date Formed or Registered November 14, 1989		5a. Capital Contributions as Shown on records \$3,775,000	
3a. Date of Last Report 10/03/95		5b. Amount of Capital Contributions in FLORIDA to date \$3,775,000	
4. State or Country of Formation Florida		6. FFI Number 43-1370041	
7. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
8. Make check payable to Dept. of State (See reverse side for fee information)			

9. Name and Address of Current Registered Agent CT Corporation System 1200 S. Pine Island Road Plantation, Florida 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	
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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.

(Registered Agent Accepting Appointment) Connie Bryan Connie Bryan
Special Assistant Secretary DATE 4/11/97

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
Angelo Mariani	111 Broadway - 14th Floor	New York, NY 10006	900002143699--4 -04/15/97--01061--028
Starr Realty Management MGP Corp.	303 E. 17th Avenue, Suite 770	Denver, CO 80203	900002143699--4 -04/15/97--01061--029 *****8.75 *****8.75

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 Edward E. Matthews DATE March 25, 1997
 Typed or Printed Name of General Partner Signing Form Edward E. Matthews, Daytime Telephone Number 212-770-5400
**President, Starr Realty Management
MGP Corp.**

CR2E003 (6/96)