



FILE ON OR BEFORE APRIL 7, 1999 TO AVOID  
REVOCATION AND \$500 PENALTY FEE

<b>LIMITED PARTNERSHIP ANNUAL REPORT 1999</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		<b>FILED</b> 99 FEB 23 PM 1: 18 SECRETARY OF STATE 	
<b>1. Name of Limited Partnership</b>  <b>AVALON INVESTORS LIMITED PARTNERSHIP</b>		<b>1a. DOCUMENT #</b> <b>A29529</b>			
<b>Mailing Address</b> <del>THE LILL GROUP</del> <del>34 WESLEY STREET</del> <del>S. HACKENSACK, NJ 07606</del>		<b>Principal Office Address</b> <del>THE LILL GROUP</del> <del>34 WESLEY STREET</del> <del>S. HACKENSACK, NJ 07606</del>		<b>3. Date Formed or Registered</b> 01/19/1990 <b>3a. Date of Last Report</b> 05/18/1998 <b>4. State or Country of Formation</b> FL	
<b>2. Mailing Address</b> P.O. Box 1998 Suite, Apt. #, etc. City & State LIVINGSTON NJ Zip Country 07039 USA		<b>2a. Principal Office Address</b> P.O. Box 1998 Suite, Apt. #, etc. City & State LIVINGSTON NJ Zip Country 07039 USA		<b>5a. Capital Contributions as Shown on record</b> \$6,028,000.00 <b>5b. Amount of Capital Contributions in FLORIDA to date:</b> <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable <b>7. Certificate of Status Desired</b> <input type="checkbox"/> \$8.75 Additional Fee Required <b>8. Make check payable to:</b> Dept. of State (See reverse side for fee information)	

<b>9. Name and Address of Current Registered Agent</b>  THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET TALLAHASSEE FL 32301		<b>10. If changed, new Registered Agent/Office</b> Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City 500002793605--8 -03/03/99-01062--018 ****526.FL ****526.25	
--	--	---	--

**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

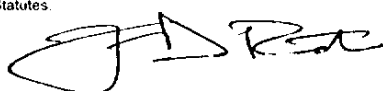
**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY  
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

<b>11. Name(s) of General Partner(s)</b>  ROTH, JEFFREY D  STERN, JONATHAN  ROTH-STERN GROUP	<b>11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)</b> <del>27 MOHAWK Rd</del> <del>THE LILL GROUP</del> 150 EAST 58TH STREET, <del>THE LILL GROUP</del> 27 Mohawk Road	<b>11b. City, State &amp; Zip Code</b> SHORT HILLS, NJ 07078 <del>S. HACKENSACK NJ 07606</del> NEW YORK NY 10155 <del>S. HACKENSACK NJ 07606</del> short hills, NJ 07078	<b>11c. Registration/Document Number</b>  G95142900001  43-1-99
--	--	---	---

**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



DATE

2-16-99

Typed or Printed Name of General Partner Signing Form

Daytime Telephone Number

CR2E003 (12/98)