

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

LIMITED PARTNERSHIP
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

LC
12/9

96 DEC -6 AM 11:33



1. Name of Limited Partnership	1a. DOCUMENT # A29789
METRIC PARTNERS GROWTH SUITE INVESTORS, LTD.	

Mailing Address ONE CALIFORNIA ST., #1400 SAN FRANCISCO CA 94111	Principal Office Address ONE CALIFORNIA ST., #1400 SAN FRANCISCO CA 94111	3. Date Formed or Registered 03/16/1990	5a. Capital Contributions as Shown on record. \$10,126,000.00
2. Mailing Address	2a. Principal Office Address	3a. Date of Last Report 11/07/1995	5b. Amount of Capital Contributions in FLORIDA to date.
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. State or Country of Formation CA	
City & State	City & State	6. FEI Number 94-3050708	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	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 C T CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324	10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number) Suite, Apt. #, etc. City
	900002025309--3 -12/10/95--01156--024 ***576.25 ***576.25 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)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/Document Number
METRIC REALTY	ONE CALIFORNIA ST., S #1400	SAN FRANCISCO CA 94111	G92353900068

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 H. H. Howerton DATE **November 13, 1996**
Herman H. Howerton, EVP, General Counsel & Secretary of Metric Realty Corp., the managing partner of Metric Realty
 Typed or Printed Name of General Partner Signing Form _____ Daytime Telephone Number **415/678-2000**

CR2E003 (6/96)