FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND $500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1999

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

99 JAN 21 PH 3:16

1. Name of Limited Partnership

1a. DOCUMENT # A32662

Portofino Real Esate Fund, LTD

Mailing Address
404 washington Avenue
Suite 120
Miami Beach, FL 33139

Principal Office Address
404 Washington Avenue
Suite 120
Miami Beach, FL 33139

2. Mailing Address
Suite Apt #, etc
City & State
Zip Country

2a. Principal Office Address
Suite Apt #, etc
City & State
Zip Country

91127

3. Date Domiciled in Florida
3/09/92

3a. Date of First Report
2-11-98

4. State or Country of Formation
FL

5a. Capital Contribution Stated Value
$ 13,277,541.42

5b. Amount of Capital Contribution in FLORIDA funds
$ 9,088,922.01

6. FEI Number
65-0331637
☐ Applied For
☐ Not Applicable

7. Certificate of Status Desired ☐ **$8.75** Additional Fee Required

8. Make check payable to Department of State (Business Entity Filing Fee)

9. Name and Address of Current Registered Agent

Threatt, Robert R.
404 Washington Avenue
Suite 120
Miami Beach, FL 33139

10. If Changed, Name of Registered Agent Office
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City **FL** Zip Code

10a. Pursuant to the provisions of sections 620.1041 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 as 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
Portofino Group, INc.	404 Washington Ave Suite 120	Miami Beach, FL 33139	V05598

CR2E022 (9/98)

100001271 5872 - 01
01/29/99 01003 - 013
****526.25 ****526.25

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 understand 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 to exempt from public inspection. I further certify that the information contained in 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 Robert R. Threatt DATE 1/19/99

Typed or Printed Name of General Partner Signing Form Robert R. Threatt

Daytime Telephone Number 305-532-3073