200	2 UNI	FORM BUS	IN	ESS REPO	RT	(UBR)	24 مارينية الماريس			
DOCUMENT # A32662 1. Entity Name								FILED			
PORTOFINO REAL ESTATE FUND, LTD.								02 MAY -2 PM 2: 24			
Principal Place of Business 404 WASHINGTON AVE STE. 120 MIAMI BEACH FL 33139				Mailing Address 404 WASHINGTON AVE., STE. 120 MIAMI BEACH FL 33139				SECRETARY OF STATE TALLAHASSEE. FLORIDA			
2. Principal Place of Business				3. Mailing Address							
Suite, Apt. #, etc.				Suite, Apt. #, etc.				DUE BY MAY 1, 2002			
City & State				City & State				4. FEI Number 65-0331637 Applied For - Not Applicable			
Zip	Zip Country			Zip Count		itry		5. Certificate o	f Status Desired	3.75 Additional	
6. Name and Address of Current Registered Agent						7. Name and Address of New Registered Agent					
Name HA							HAR'	RT, BRIAN A			
HART, BRIAN A								NO & ZEDER			
C/O THOMSON MURARO RAZOOK & HART, P.A. ONE SE 3RD AVENUE 17TH FLOOR											
MIAMI FL 33131							2601 S. Bayshore Drive, 16th Floor			loor	
MININI 1 C 00101						City	Miami FL Zip Code 33133		Zip Code 33133		
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.											
SIGNATURE Signature, typed or printed name of registered agent and title if applicable. DATE											
9. Capital Contributions \$13.277.541.42 10. Amount of Capital							07	11. MAKE CHECK PAYABLE TO DEPT, OF STATE			
A GENERAL PARTNER THAT IS A BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE											
NOTE: General Partners MAY NOT be changed on the form; an amendance of the form; and the form; an amendance of the form; and the form; and the form; an amendance of the form; and the form;											
DOCUMENT# V05598									ADDRESS CHANGES ONLY		
NAME	PORTOFI	STREE		ET ADDRESS				(9/01)			
STREET ADDRESS CITY-ST-ZIP		HINGTON AVE., STE. 12 ACH FL 33139	<u>'</u> 0	CITY-		ST-ZIP		6000055554467		467 58-011 ***526 25	
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DOCUMENT# NAME					STREE	T ADDRESS					
STREET ADDRESS CITY-ST-ZIP						ST-ZIP			,		
14. I hereby c indicated the receive	ertify that the on this report er or trustee	information supplied with the strue and accurate and he recurred to execute this	nis fili at my epo c	ng does not qualify for t signature shall have the tage specied by many	ne exem le same 820, F	nption stated legal effect a londa Statute	in Sec s if ma	tion 119.07(3)(i), i ade under oath; th	Florida Statutes. I further certify that I am a General Partner of the I	nat the information imited partnership or	

ME OF SIGNING GENERAL PARTNER SIGNATURE: