

**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

96 OCT 15 AM 10:20

1. Name of Limited Partnership

1a. DOCUMENT #
A93000000938

125 WORTH AVENUE LIMITED PARTNERSHIP



Mailing Address

% 400 ROYAL PALM WAY LIMITED PARTNERSHIP
400 ROYAL PALM WAY, SUITE 206
PALM BEACH FL 33480

Principal Office Address

% 400 ROYAL PALM WAY LIMITED PARTNERSHIP
400 ROYAL PALM WAY, SUITE 206
PALM BEACH FL 33480

3. Date Formed or Registered

09/15/1993

5a. Capital Contributions as Shown on record

\$8,592,502.00

3a. Date of Last Report

01/10/1996

5b. Amount of Capital Contributions in FLORIDA to date

\$8,532,502.00

4. State or Country of Formation

FL

6. FEI Number

65-0436711

Applied For
 Not Applicable

7. Certificate of Status Desired

\$8.75 Additional Fee Required

8. Make check payable to: Dept. of State (See reverse side for fee information)

2. Mailing Address

Suite, Apt. #, etc.

City & State

Zip Country

2a. Principal Office Address

Suite, Apt. #, etc.

City & State

Zip Country

9. Name and Address of Current Registered Agent

KIPP, ERNST-LUDWIG
% 400 ROYAL PALM WAY LIMITED PARTNERSHIP
400 ROYAL PALM WAY, SUITE 206
PALM BEACH FL 33480

10. If changed, new 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 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)

125 WORTH AVENUE, INC.

11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)

% 400 ROYAL PALM WAY,

11b. City, State & Zip Code

PALM BEACH FL 33480

11c. Registration/Document Number

P83000030571

400001985854--3
-10/25/96--01040--017
****576.25 ****576.25

KWM

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 herein is true and correct and that I am a General Partner of the limited partnership named herein. 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 605, Florida Statutes. I understand that this information 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 effect as if made under oath.

SIGNATURE

By

ERNST - LUDWIG KIPP,
President

DATE

10/10/96

Typed or Printed Name of General Partner Signing Form

Daytime Telephone Number

561-655-3466

CR2E003 (6/96)