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

LIMITED PARTNERSHIP ANNUAL REPORT 1999



125 WORTH AVENUE LIMITED PARTNERSHIP

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State DIVISION OF CORPORATIONS

1. Name of Limited Partnership

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SECRETARY OF STATE TALLAHASSEE, FLORIDA



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Mailing Address % 400 ROYAL PALM WAY LIMITED PARTNERSHIP 400 ROYAL PALM WAY. SUITE 206 PALM BEACH FL 33490	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 3a. Date of Last Report 10/06/1997 4. State or Country of Formation	5a. Capital Contributions as Shown on record. \$8,592,502.00 5b. Amount of Capital Contributions in FLORIDA to date:	
2. Mailing Address	2a. Principal Office Address		FL	\$7,732,502.00	
Suite, Apt. #, etc.	Suite, Apt. #, etc.		6. FEI Number 65-0436711	Applied For Not Applicable	1
City & State	City & State		7. Certificate of Status Desired	\$8.75 Additional	+
Zip Country	Zip Country		8, Make check payable to: Dept. of S	Fee Required State (See reverse side for fee information)	-
9 Name and Address of Current Registered Agent			10, If changed, new Registered Agent/Office		
KIPP, ERNST-LUDWIG % 400 ROYAL PALM WAY LIMITED PARTNERSHIP		Name			7
		Street Address (P.O. Box Number Is Not Acceptable)			
400 ROYAL PALM WAY, SUITE 206		Suite, Apt. #, etc.	uite, Apt. #, etc.		
PALM BEACH FL 33480		City		FL Zip Code	1
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	
125 WORTH AVENUE, INC.	% 400 ROYAL PALM WAY	1	PALM BEACH FL 33480 30002 -10/29 ****5	P9300030571 F750031 788-01002-008 26.25 ****526.25	CR2E003 (8/98)
Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner. 12. Ido hereby certify that the information supplied by the thin the limit that limit is sold nearly furnished and toes 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-your instantian 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 this of significant apply have the same legal effects as if made under cath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required of change a general partner of the limited partnership, receiver or trustee empowered to execute this report as required of change a general partner of the limited partnership, receiver or trustee empowered to execute this report as required of change and the partnership. SIGNATURE DATE 10 14 98 Typed or Printed Name of General Partner Signing Form President Daytime Telephone Number					