

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

FILED
96 SEP 24 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



LIMITED PARTNERSHIP
ANNUAL REPORT
1997

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

1. Name of Limited Partnership

1a. DOCUMENT #
A93000000992



MARCELL GARDENS, LTD.

*96-AR
CM*

Mailing Address
ATTN: DANIEL ZABLUDOWSKI
2 SOUTH BISCAYNE BLVD., SUITE 3100
MIAMI FL 33131

Principal Office Address
ATTN: DANIEL ZABLUDOWSKI
2 SOUTH BISCAYNE BLVD., SUITE 3100
MIAMI FL 33131

3. Date Formed or Registered
09/29/1993

5a. Capital Contributions as
Shown on record.
\$600,000.00

3a. Date of Last Report
09/25/1995

5b. Amount of Capital
Contributions in FLORIDA
to date:
600,000.

2. Mailing Address

2a. Principal Office Address

4. State or Country of Formation
FL

Suite, Apt. #, etc.

Suite, Apt. #, etc.

6. FEI Number
22-3238589

Applied For
 Not Applicable

City & State

City & State

7. Certificate of Status Desired

\$8.75 Additional
Fee Required

Zip

Country

Zip

Country

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

9. Name and Address of Current Registered Agent

ZABLUDOWSKI, DANIEL
C/O LITOW, CUTLER & ZABLUDOWSKI
2 SOUTH BISCAYNE BLVD., SUITE 3100
MIAMI FL 33131

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)

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

11b. City, State & Zip Code

11c. Registration/
Document Number

FLORIDA REALTY HOLDING, INC.

C/O 15 ENGLE STREET,

ENGLEWOOD NJ 07631

P93000032907

900001562209
-10/02/96 --01008 --D22
******576.25 ****576.25**

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 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 by: *Florida Realty Holding Corp.*

DATE *9/19/96*
(201) 816-1200

Typed or Printed Name of General Partner Signing Form

Daytime Telephone Number

CRPE003 (6/96)