

**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
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FILED
98 SEP 28 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



1. Name of Limited Partnership	1a. DOCUMENT # A93000000992
MARCELL GARDENS, LTD.	

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

3. Date Formed or Registered 09/29/1993	5a. Capital Contributions as Shown on record. \$600,000.00
3a. Date of Last Report 09/08/1997	5b. Amount of Capital Contributions in FLORIDA to date. \$600,000.
4. State or Country of Formation FL	6. FEI Number 22-3238589 <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable
7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	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) FLORIDA REALTY HOLDING, INC.	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) C/O 15 ENGLE STREET,	11b. City, State & Zip Code ENGLEWOOD NJ 07631	11c. Registration/Document Number P93000032907
800002852808--5 -09/30/98--01081--002 ***526.25 ***526.25 dec			

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: *Florida Realty Holding Corp.* DATE: **9/23/98**

Typed or Printed Name of General Partner Signing Form _____ Daytime Telephone Number _____

CR2E003 (8/98)