

**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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 SEP 25 PM 2: 16

1. Name of Limited Partnership

1a. DOCUMENT #
A93000001204

SM BRICKELL LIMITED PARTNERSHIP



Mailing Address 701 BRICKELL AVENUE, SUITE 3150 MIAMI FL 33131		Principal Office Address 701 BRICKELL AVENUE, SUITE 3150 MIAMI FL 33131		3. Date Formed or Registered 11/17/1993	5a. Capital Contributions as Shown on record. \$25,500,000.00
2. Mailing Address		2a. Principal Office Address		3b. Date of Last Report 01/28/1998	5b. Amount of Capital Contributions in FLORIDA to date:
Suite, Apt. #, etc.	Suite, Apt. #, etc.		4. State or Country of Formation FL		
City & State	City & State		6. FEI Number 65-0448883	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
Zip	Country	Zip	Country	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

**PRENTICE HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET, STE. 105
TALLAHASSEE FL 32301**

10. If changed, new Registered Agent/Office

Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc. **800002650438-3**
City **-09/28/98--01115--004**
******526.25 FL ****526.25**

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) SANTA MARIA DEVELOPMENT, INC	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 701 BRICKELL AVENUE,	11b. City, State & Zip Code MIAMI FL 33131	11c. Registration/Document Number P03000075098
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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

Esther Ridenbar

DATE

9/21/98

Typed or Printed Name of General Partner Signing Form

Esther Ridenbar

Daytime Telephone Number

(305) 372-0550

CR2E003 (8/98)