

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

LIMITED PARTNERSHIP ANNUAL REPORT <b>1999</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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FILED

NOV 11 1998



<b>1. Name of Limited Partnership</b>  AEP PEMBROKE, LTD.		<b>1a. DOCUMENT #</b> <b>A94000000770</b>
<b>Mailing Address</b>  ONE TURNBERRY PLACE 19495 BISCAYNE BLVD., SUITE 600 AVENTURA FL 33180	<b>Principal Office Address</b>  ONE TURNBERRY PLACE 19495 BISCAYNE BLVD., SUITE 600 AVENTURA FL 33180	
<b>2. Mailing Address</b>  Suite, Apt. #, etc  City & State  Zip Country	<b>2a. Principal Office Address</b>  Suite, Apt. #, etc  City & State  Zip Country	

<b>3. Date Formed or Registered</b> 06/09/1994	<b>5a. Capital Contributions as Shown on record</b> \$99,000.00
<b>3a. Date of Last Report</b> 01/02/1998	<b>5b. Amount of Capital Contributions in FLORIDA to date</b> \$99,000.00
<b>4. State or Country of Formation</b> FL	<input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable
<b>6. FEI Number</b> 65-0597680	<input type="checkbox"/> \$8.75 Additional Fee Required
<b>7. Certificate of Status Desired</b>	<b>8. Make check payable to Dept. of State (See reverse side for fee information)</b>

<b>9. Name and Address of Current Registered Agent</b>  BATIEVSKY, HENRY ESQ. ONE TURNBERRY PLACE 19495 BISCAYNE BLVD., SUITE 600 AVENTURA FL 33180	<b>10. If changed, new Registered Agent Office</b>  Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc City FL Zip Code
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**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.**

<b>11. Name(s) of General Partner(s)</b>  AMERICAN EQUITY PROPERTIES,	<b>11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)</b>  19495 BISCAYNE BLVD.,	<b>11b. City, State &amp; Zip Code</b>  AVENTURA FL 33180	<b>11c. Registration Document Number</b>  V47794
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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 Henry Batievsky DATE 12/23/98  
 Typed or Printed Name of General Partner Signing Form: Henry Batievsky, VP  
 Daytime Telephone Number: (305) 933-9200

CR2E003 (8/98)