

**FILE ON OR BEFORE APRIL 9, 1997 TO AVOID REVOCATION
AND \$500 PENALTY FEE**

FILED

97 APR -7 PM 12: 28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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| LIMITED PARTNERSHIP ANNUAL REPORT 1997 |  | FLORIDA DEPARTMENT OF STATE Sandra Morham Secretary of State DIVISION OF CORPORATIONS |
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| 1. Name of Limited Partnership BARBIZON LTD. | 1a. DOCUMENT # A94000001096 |
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97-AR
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| Mailing Address 21000 N.E. 28TH AVENUE, SUITE 214 AVENTURA FL 33180 | Principal Office Address 21000 N.E. 28TH AVENUE, SUITE 214 AVENTURA FL 33180 |
| 2. Mailing Address 20191 E. COUNTRY CL. DR. Suite, Apt. #, etc. PH 11 City & State MIAMI - FLORIDA Zip 33180 Country USA | 2a. Principal Office Address SAME Suite, Apt. #, etc. City & State Zip Country |

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| 3. Date Formed or Registered 08/11/1994 | 5a. Capital Contributions as Shown on record. \$1,630,000.00 |
| 3a. Date of Last Report 04/01/1996 | |
| 4. State or Country of Formation FL | 5b. Amount of Capital Contributions in FLORIDA to date: |
| 6. FEI Number 65-0584259 | <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) | |

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| 9. Name and Address of Current Registered Agent CAVALIERI, MAURIZIO 21000 N.E. 28TH AVENUE, SUITE 214 AVENTURA FL 33180 |
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| 10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City State 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.

| 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 |
|-----------------------------------|---|-----------------------------|------------------------------------|
| PROGRESS ONE, INC. | 21000 N.E. 28TH AVENUE | AVENTURA FL 33180 | P94000059049 |

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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 *[Signature]* DATE 4/2/97

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

CR2E003 (1/1/96)