

FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1998



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 PM 4:12

1. Name of Limited Partnership
TIVOLI ASSOCIATES, LTD

1a. DOCUMENT #
A95000000003

Mailing Address
**945 MARINER DR.
KEY BISCAYNE, FL 33149**

Principal Office Address
**945 MARINER DR
KEY BISCAYNE, FL 33149**

3. Date Formed or Registered
01/01/1995

5a. Capital Contributions as Shown on record
\$475,200.00

3a. Date of Last Report
12/31/96

5b. Amount of Capital Contributions in FLORIDA to date:
\$625,000.00

4. State or Country of Formation
FL

6. FEI Number
65-0544149

7. Certificate of Status Desired
 Applied For
 Not Applicable

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

2. Mailing Address
945 MARINER DR.,

2a. Principal Office Address
SAME

Suite, Apt. #, etc.

City & State
**KEY BISCAYNE
FLORIDA**

Zip Country
33149 U.S.A

9. Name and Address of Current Registered Agent

10. If changed, new Registered Agent/Office

**KUPERSTEIN, STANLEY H
1428 BRICKELL AVENUE, 6TH FLOOR
MIAMI FL33131**

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
FERRER, CONCEPCION	C/O BRICKELL AVE. SUITE#830	MIAMI, FL 33131	300002412553--3 -01/27/98--01010--021 ****541.25 ****541.25

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 *Concepcion Ferrer* DATE **1/5/98**
Typed or Printed Name of General Partner Signing Form **CONCEPCION FERRER** Daytime Telephone Number **(305) 285-9026**

CR2E003 (6/97)