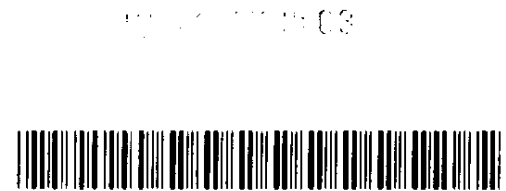


**FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP  
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP ANNUAL REPORT <b>1999</b>		FLORIDA DEPARTMENT OF STATE <b>Sagora B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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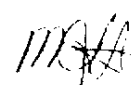
<b>1. Name of Limited Partnership</b>  TIVOLI ASSOCIATES, LTD.		<b>1a. DOCUMENT #</b> <b>A95000000003</b>	
<b>Mailing Address</b>  945 MARINER DR. KEY BISCAYNE FL 33149	<b>Principal Office Address</b>  945 MARINER DR. KEY BISCAYNE FL 33149	<b>2. Mailing Address</b> 945 Mariner Dr Suite, Apt. #, etc.	<b>2a. Principal Office Address</b> SAME Suite, Apt. #, etc.
City & State Key Biscayne	City & State Florida	City & State Key Biscayne	City & State Florida
Zip 33149	Zip 33149	Country USA	Country USA



<b>3. Date Formed or Registered</b> 01/01/1995	<b>5a. Capital Contributions as Shown on record</b> \$475,200.00
<b>3a. Date of Last Report</b> 01/20/1998	<b>5b. Amount of Capital Contributions in FLORIDA to date</b> \$ 885,000.00
<b>4. State or Country of Formation</b> FL	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
<b>6. FEI Number</b> 65-0544149	<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>  KUPERSTEIN, STANLEY H 1428 BRICKELL AVENUE, 6TH FLOOR MIAMI FL 33131	Name SAME Street Address (P.O. Box Number is Not Acceptable) 1 S.E. 3rd. Ave. 28 th. Floor City Miami
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**10. If changed, new Registered Agent Office**

FT # Sub. det  
  
 FL Zip Code  
 33131-1714

**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). Thereby accept the appointment of registered agent I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

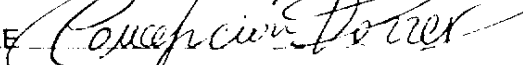
SIGNATURE (Registered Agent Accepting Appointment) \_\_\_\_\_ DATE \_\_\_\_\_

**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>  FERRER, CONCEPCION	<b>11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)</b>  C/O 830 BRICKELL AVE	<b>11b. City, State &amp; Zip Code</b>  MIAMI FL 33131	<b>11c. Registration Document Number</b>  9000002754389-1 -01/28/99--01014--003 ****526.25 ****526.25
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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  Typed or Printed Name of General Partner Signing Form: <b>Concepcion Ferrer</b>	DATE: 10/2/98 Daytime Telephone Number: (305) 361-5059
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CR2E003 (8/98)