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

FLORIDA DEPARTMENT OF STATE FILED SECRETARY OF STATE DIVISION OF CORPORATIONS LIMITED PARTNERSHIP Sandra B. Mortham ANNUAL REPORT Secretary of State 1999 DIVISION OF CORPORATIONS 98 DEC -3 AM 10: 05 **DOCUMENT#** 1. Name of Limited Partnership A95000000427 INTERNATIONAL PLACE ASSOCIATES III, LTD. 3. Date Formed or Registered Capital Contributions as Shown on record. Mailing Address Principal Office Address 03/17/1995 1891 NW 107 AVENUE 1891 NW 107 AVENUE \$8,500,000.00 MIAM1 FL 33172 MIAMI FL 33172 3a. Date of Last Report 12/22/1997 5b. Amount of Capital Contributions in FLORIDA to date: 4. State or Country of Formation 2. Mailing Address 2a. Principal Office Address Suite, Apt. #, etc. Suite, Apt. #, etc. 6. FEI Number Applied For Not Applicable 65-0583355 City & State City & State 7. Certificate of Status Desired \$8.75 Additional Fee Required Zip Zip Country Country 8. Make check payable to: Dept. of State (See reverse side for fee information) 10. If changed, new Registered Agent/Office 9. Name and Address of Current Registered Agent EASTON, EDWARD W Street Address (P.O. Box Number Is Not Acceptable) 300 GRECO AVENUE Suite, Apt. #, etc. **CORAL GABLES FL 33146** 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) A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE. Address of Each General Partner 11. Name(s) of General Partner(s) 11a. (Do NOT Use Post Office Box Numbers) 11b. City, State & Zip Code 11c. Document Number INTERNATIONAL PLACE DEVELOPM CORAL GABLES FL 33146 A94000000713 300 GRECO AVENUE 100002707341--9 -12/09/\$8--01068--009 ****526.25 ****526.25

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), Fiorida 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 accorate 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 fitter. Florida Statutes.

Typed or Printed Name of General Partner Signing Form

SIGNATURE / L

EDWARD W EASTON