

**FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP
ANNUAL REPORT
1997



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JAN 27 AM 11:28



1. Name of Limited Partnership SHENANDOAH MGROUP LTD.	1a. DOCUMENT # A95000000516
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Mailing Address ATTN: ROBERT MICHAELSON 156 WEST 58TH ST., 12TH FLOOR NEW YORK NY 10019	Principal Office Address C/O SOUTHEAST CENTERS 1541 SUNSET DR., STE. 30 CORAL GABLES FL 33143	3. Date Formed or Registered 03/30/1995	5a. Capital Contributions as Shown on report 0
2. Mailing Address	2a. Principal Office Address	3a. Date of Last Report 02/15/1996	5b. Amount of Capital Contributions in FLORIDA to date: 0
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. State or Country of Formation FL	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
City & State	City & State	6. FEI Number 13-3840579	
Zip	Country	Zip	Country
		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) 191.25	

9. Name and Address of Current Registered Agent AXELROD, ALAN D C/O RUBIN, BAUM, LEVIN, CONSTANT, FRIEDMAN 2500 FIRST UNION FINANCIAL CENTER MIAMI FL 33131	10. If changed, new Registered Agent/Office 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.**

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
SHENANDOAH MGP CORP.	156 WEST 58TH ST., 12	NEW YORK NY 10019	P95000017672
600002070476-7 -01/28/97--01/06--006 ****191.25 ****191.25			

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 *Robert T. Michaelson* DATE 12/7/96
 Printed Name of General Partner Signing Form ROBERT T. MICHAELSON Daytime Telephone Number 212-265-7500

CR2E003 (6/96)