

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

LIMITED PARTNERSHIP
ANNUAL REPORT
1999



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

FILED

98 DEC 22 PM 1:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



1. Name of Limited Partnership

1a. DOCUMENT #
A95000000516

SHENANDOAH MGROUP LTD.

Mailing Address

Principal Office Address

ATTN: ROBERT MICHAELSON
156 WEST 56TH ST., 12TH FLOOR
NEW YORK NY 10019

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 record.

\$0.00

3a. Date of Last Report

05/04/1998

5b. Amount of Capital Contributions in FLORIDA to date:

\$1,799,066.00

4. State or Country of Formation

FL

2. Mailing Address

2a. Principal Office Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

6. FEI Number

13-3840579

Applied For
 Not Applicable

7. Certificate of Status Desired

\$8.75 Additional Fee Required

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

\$526.25

9. Name and Address of Current Registered Agent

10. If changed, new Registered Agent/Office

AXELROD, ALAN D
C/O RUBIN, BAUM, LEVIN, CONSTANT, FRIEDMAN
2500 FIRST UNION FINANCIAL CENTER
MIAMI FL 33131

Name
ALAN AXELROD, ESQUIRE
Street Address (P.O. Box Number is Not Acceptable)
70 BILZIN SUMBERG DUNN & AXELROD LLP
Suite, Apt. #, etc.
2500 FIRST UNION FINANCIAL CENTER
City
MIAMI
Zip Code
FL 33131

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 56TH ST., 12

NEW YORK NY 10019

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dec

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

DATE

Typed or Printed Name of General Partner Signing Form

Daytime Telephone Number

CR2E003 (8/98)