

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 17 PM 2:00



LIMITED PARTNERSHIP ANNUAL REPORT 1997	 FLORIDA DEPARTMENT OF STATE Sandra Morham Secretary of State DIVISION OF CORPORATIONS
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1. Name of Limited Partnership	1a. DOCUMENT # A95000001793
BERNEX OPTION INCOME FUND, LTD.	

Mailing Address 146 W. SUNRISE AVE CORAL GABLES FL 33133	Principal Office Address 3500 INTERNATIONAL PLACE 100 S.E. SECOND STREET MIAMI FL 33131-2130
2. Mailing Address	2a. Principal Office Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
City & State	City & State
Zip Country	Zip Country

3. Date Formed or Registered 11/16/1995	5a. Capital Contributions as Shown on record. \$10,000.00
3a. Date of Last Report 12/11/1995	\$10,000,000.00
4. State or Country of Formation FL	(5b) Amount of Capital Contributions in FLORIDA to date: 697,750.
6. FEI Number APPLIED FOR 65-0628467	<input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable
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)	

9. Name and Address of Current Registered Agent BERMAN, NEIL J 3500 INTERNATIONAL PLACE 100 S.E. SECOND STREET MIAMI FL 33131-2130	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) BERNEX CAPITAL MANAGEMENT CORP.	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 146 W. SUNRISE AVENUE	11b. City, State & Zip Code CORAL GABLES FL 33133	11c. Registration/Document Number P95000029788
500002032495--5 -12/18/96--01059--022 ***576.25 ****576.25 KWM			

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. *Bernex Capital Management Corp.*

SIGNATURE *Neil J. Berman, President* DATE **11/8/96**
 Typed or Printed Name of General Partner Signing Form **By NEIL J. BERMAN, President** Daytime Telephone Number **305/577-4775**

CR2E003 (6/96)

CERTIFIED MAIL # P 916 165 389
 FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
 WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

2nd CERT MAIL P916 165 534

B9400000375



FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

96 DEC 17 PM 2:06

1. Name of Limited Partnership B.V. ALTAMONTE LIMITED PARTNERSHIP		1a. DOCUMENT # B9400000375	
Mailing Address		Principal Office Address	
2. Mailing Address 201 MAIN STREET		2a. Principal Office Address 201 MAIN STREET	
Suite, Apt. #, etc. SUITE 2300		Suite, Apt. #, etc. SUITE 2300	
City & State FORT WORTH, TX		City & State FORT WORTH, TX	
Zip 76102		Country US	
3. Date Formed or Registered 9/15/94		5a. Capital Contributions as Shown on record 11,001,219	
3a. Date of Last Report 11/95		5b. Amount of Capital Contributions in FLORIDA to date 11,001,219	
4. State or Country of Formation TX		6. FEI Number 75-2557774	
7. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable		8. Make check payable to: Dept. of State (See reverse side for fee information)	
7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required			

9. Name and Address of Current Registered Agent THE PRENTICE HALL CORP. SYSTEM INC 1201 HAYS STREET SUITE 105 TALLAHASSEE, FL 32301		10. If changed, new Registered Agent/Office	
		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) KOLBA MANAGEMENT INC.	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 201 MAIN STREET SUITE 2300	11b. City, State & Zip Code FORT WORTH, TX 76102	11c. Registration/Document Number F94000004826
300002032853--7 -12/18/96--01097--002 ***576.25 ***576.25 <i>dee</i>			

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 Cotham* DATE 10/31/96
 Typed or Printed Name of General Partner Signing Form **KOLBA MANAGEMENT INC. ROBERT COTHAM V/PRES** Daytime Telephone Number **817-390-8400**

CR2E003 (6/96)