

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

FILLED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 SEP 14 PM 2:08

LIMITED PARTNERSHIP ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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1. Name of Limited Partnership BERNEX OPTION INCOME FUND, LTD.	1a. DOCUMENT # A95000001793
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Mailing Address 148 W. SUNRISE AVE CORAL GABLES FL 33133	Principal Office Address 3500 INTERNATIONAL PLACE 100 S.E. SECOND STREET MIAMI FL 33131-2130	3. Date Formed or Registered 11/16/1995
2. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3a. Date of Last Report 10/02/1997
2a. Principal Office Address Suite, Apt. #, etc. City & State Zip Country		4. State or Country of Formation FL
		5a. Capital Contributions as Shown on record. \$10,000,000.00
		5b. Amount of Capital Contributions in FLORIDA to date: 729,380.
		6. FEI Number 65-0628467
		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)

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

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
BERNEX CAPITAL MANAGEMENT CO	146 W. SUNRISE AVENUE	CORAL GABLES FL 33133	P95000029786
			200002640882--1 -09/16/98--01041--024 ***526.25 ***526.25
			<i>dec</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 *Neil J. Berman* **Pres. of General Partner** DATE **9/5/98**

Typed or Printed Name of General Partner Signing Form **NEIL J. BERMAN, Pres. of** Daytime Telephone Number **305 577-7175**

CR2E003 (8/98)