



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 99 JAN -4 PM 12:43 SECRETARY OF STATE TALLAHASSEE FLORIDA 	
1. Name of Limited Partnership CLIFTON/RBG XVI LTD.		1a. DOCUMENT # A95000001803			
Mailing Address C/O CLIFTON VENTURES III, INC. 7200 WEST CAMINO REAL, SUITE 314 BOCA RATON FL 33433		Principal Office Address C/O CLIFTON VENTURES III, INC. 7200 WEST CAMINO REAL, SUITE 314 BOCA RATON FL 33433		3. Date Formed or Registered 11/22/1995 3a. Date of Last Report 12/18/1997	
2. Mailing Address 355 N.E. 5th Ave Suite 4 Delray Beach, FL 33483		2a. Principal Office Address 355 N.E. 5th Ave Suite 4 Delray Beach, FL 33483		4. State or Country of Formation FL 5a. Capital Contributions as Shown on record. \$2,100,000.00 5b. Amount of Capital Contributions in FLORIDA to date:	
6. FEI Number 65-0629224		<input type="checkbox"/> Applied For <input 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 WIENER, DAVID J ESQ. C/O LEVY, KNEEN, ET AL 1400 CENTREPARK BLVD., STE. 1000 WEST PALM BEACH FL 33401		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) CLIFTON VENTURES III, INC. RBG XVI CORP.		11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 355 NE 5th Ave Suite 4 7200 W. CAMINO REAL 154 WEST HUBBARD STRE		11b. City, State & Zip Code Delray Beach, FL BOCA RATON FL 33433 CHICAGO IL 60610		11c. Registration/Document Number P95000063600 F95000004715	
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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 Philip G. Binns, its President DATE 12/30/98
 Typed or Printed Name of General Partner Signing Form Philip G. Binns, its President Daytime Telephone Number (561) 274-0070

CR2E003 (8/98)