

**FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

<b>LIMITED PARTNERSHIP ANNUAL REPORT 1998</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS		<b>FILED</b> <b>SECRETARY OF STATE</b> <b>DIVISION OF CORPORATIONS</b>  97 OCT 27 PM 12:16  	
<b>1. Name of Limited Partnership</b>  <b>BOCA GLADES LIMITED PARTNERSHIP</b>		<b>1a. DOCUMENT #</b> <b>A96000001846</b>			
<b>2. Mailing Address</b> 2121 PONCE DE LEON BOULEVARD, PENTHOUSE CORAL GABLES FL 33134		<b>2a. Principal Office Address</b> 2121 PONCE DE LEON BOULEVARD, PENTHOUSE CORAL GABLES FL 33134		<b>3. Date Formed or Registered</b> 09/30/1996 <b>3a. Date of Last Report</b> 04/14/1997 <b>4. State or Country of Formation</b> FL	
<b>2. Mailing Address</b> 3225 Aviation Ave. Suite 700 Coconut Grove, FL Zip 33133 Country USA		<b>2a. Principal Office Address</b> 3225 Aviation Ave. Suite 700 Coconut Grove, FL Zip 33133 Country USA		<b>5a. Capital Contributions as Shown on record.</b> \$3,000,000.00 <b>5b. Amount of Capital Contributions in FLORIDA to date.</b> \$8.75 Additional Fee Required	
<b>9. Name and Address of Current Registered Agent</b> MARCUS, STEWART 2121 PONCE DE LEON BOULEVARD, PENTHOUSE CORAL GABLES FL 33134		<b>10. If changed, new Registered Agent/Office</b> Name _____ Street Address (P.O. Box Number is not Acceptable) _____ Suite, Apt. #, etc. _____ City _____ State _____ Zip Code _____ Coconut Grove FL 33133			
<b>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.</b>					
SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____					
<b>A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.</b>					
<b>11. Name(s) of General Partner(s)</b> BOCA GLADES, INC.		<b>11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)</b> 3225 Aviation Ave. 2121 PONCE DE LEON BO		<b>11b. City, State &amp; Zip Code</b> Coconut Grove, FL 33133 CORAL GABLES FL 33134	
<b>11c. Registration/Document Number</b> P96000080406		100002332431 - J -10/29/97--01058--021 ****541.25 ****541.25			
<b>Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.</b>					
<b>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.</b>					
SIGNATURE 		Pres.  DATE 10/9/97			
Typed or Printed Name of General Partner Signing Form _____		Daytime Telephone Number _____			

CR2E003 (6/97)