

**FILE ON OR BEFORE APRIL 8, 1998 TO AVOID
REVOCATION AND \$500 PENALTY FEE**

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| LIMITED PARTNERSHIP ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
| | | |

FILED
98 APR 29 PM 4:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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| 1. Name of Limited Partnership BORENSTEIN INVESTMENTS, LTD. | 1a. DOCUMENT # A96000001873 |
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| Mailing Address 3000 ISLAND BLVD., APT. #1205 AVENTURA FL 33180 | Principal Office Address 3000 ISLAND BLVD., APT. #1205 AVENTURA FL 33180 |
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| 3. Date Formed or Registered 10/08/1996 | 5a. Capital Contributions \$1,065,269 |
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| 3a. Date of Last Report 11/06/1996 | 5b. Amount of Capital Contributions in FLORIDA to date: 1,065,269 |
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| 2. Mailing Address Suite, Apt. #, etc. | 2a. Principal Office Address Suite, Apt. #, etc. |
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| 4. State or Country of Formation FL | 6. FEI Number /APPLIED FOR 65-0708125 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable |
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|-------------------------|-------------------------|
| City & State | City & State |
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| 7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required |
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|------------|----------------|------------|----------------|
| Zip | Country | Zip | Country |
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| 8. Make check payable to: Dept. of State (See reverse side for fee information) |
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| 9. Name and Address of Current Registered Agent A Z REGISTERED AGENT CORPORATION 2801 S. BAYSHORE DRIVE, SUITE 1800 MIAMI FL 33133 |
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| 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.

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| 11. Name(s) of General Partner(s) BORENSTEIN INVESTMENTS, INC. | 11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 3000 ISLAND BLVD., AP | 11b. City, State & Zip Code AVENTURA FL 33160 | 11c. Registration/Document Number P96000082873 200002505772--8 -04/29/98--01037--004 *****526.25 *****526.25 OR 5-4 |
|--|---|---|---|

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 *X* _____ DATE *X* 4/7/98

Typed or Printed Name of General Partner Signing Form: Anita Borenstein _____

CR2E003 (12/97)