WILL BE SUBJECT TO REVO	CATION AND \$500 PENAL	Y FEE	FILED		
LIMITED PARTIERS OF ANNUAL FEPCR 1997		MENDOF STATE  orthun  of State  DRIVENATIONS	FILED SECRETARY OF DISION OF CORP 97 JAN -6 PM		s
• Name of Elimited Partnership	1a. DOCUM A96000002261				
WALDENGREEN ASSOCIATE	ES, LTD.		mx 1/6	:197	
ailing Address	Principal Office Address	Principal Office Address		<b>5a.</b> Capita Show	al Contributions as n on record
65 S. Bayshore Drive lite 202 Doconut Grove, FL 33133	2665 S. Bayshore Drive Suite 202 Coconut Grove, FL 33133  2a. Principal Office Address same as above Suite, Apt. #. etc.		<u>-</u>	\$100.00  5b. Amount of Capital Contributions in FLORIDA to date:	
. Mailing Address same as above			4. State or Country of Formation Florida		
uite, Apt. #, etc.			6. FEI Number 65-0711857		Applied For
ity & State	City & State	City & State			\$8,75 Additional
rp Country	Zip Country		Fee Required  8, Make check payable to: Dept. of State (See reverse side for fee information)		
9. Name and Address of Current	Registered Agent	1	10. If changed, new Registere	ed Agent/Office	
Michael D. Wo		Name			
2665 South Bayshore Drive Suite 202		Streel Address (P.O. Box Number Is Not Acceptable)			
Coconut Grove,	Florida 33133	Suite, Apt #, etc.			****
		City		FL	Zip Code
Oa. Pursuant to the provisions of sections 620 1051 and for the purpose of changing its registered office or agent. Familianiliar with, and accept the obligations	registered agent, or both, in the State of Flo	ed limited partnership orga orida. Such change was au	nized or registered under the laws of thorized by its general partner(s). I here	he State of Flori eby accept the	da, submits this statement appointment of registered
oGNATUR: (Registered Agent Accepting Appointment)			DATE		
A GENERAL PARTNER THAT	IS A CORPORATION.	LIMITED PART	<b>NERSHIP OR OTHE</b>	R BUSI	NESS ENTITY

## MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Namets) of General Pariner(s)	Address of Each General Partner	11b. City, State & Zip Code	11c. Registration/	
11. Harretay o General Talliana	Address of Each General Partner  (Do NOT Use Post Office Box Numbers)	1 The State of the	Document Number	
Southern Properties Fund III, Inc.	2665 S. Bayshore Drive	Coconut Grove, FL 33133	P93000077501	
-				

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.

SOUTHERN P	ROPERTIES	FUND III,	INC.,	General	Partner
------------	-----------	-----------	-------	---------	---------

Michael D. Wohl Typed or Printed Name of G

Daytime Telephone Number

858-9430 (305)

CR2E003 (6/96)



ACCOUNT NO.

072100000032

REFERENCE

210804

4303929

AUTHORIZATION at

COST LIMIT

ORDER DATE: January 6, 1997

ORDER TIME: 9:46 AM

ORDER NO. : 210804-005

CUSTOMER NO:

4303929

700002046607---7

CUSTOMER: Esther J. Forbes, Legal Asst

Greenberg Traurig Hoffman

22nd Floor

1221 Brickell Avenue Miami, FL 33131-3238

## ANNUAL REPORT FILING

NAME: WALDENGREEN ASSOCIATES, LTD.

XX \_ ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_ CERTIFIED COPY \_ PLAIN STAMPED COPY

\_\_\_CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: