FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT

TO REVOCATION AND \$500 PENALTY FEE FLORIDA DEPARTMENT OF STATE LIMITED PARTNERSHIP SECRETARY OF STATE DIVISION OF CORPORATIONS Sandra B. Mortham ANNUAL REPORT Secretary of State 1998 DIVISION OF CORPORATIONS 97 OCT 13 PM 12: 54 DOCUMENT # 1. Name of Limited Partnership A97000000260 LUCENT III, LTD. 10-13 3. Date Formed or Registered **5a.** Capital Contributions as Shown on record. Mailing Address Principal Office Address 01/29/1997 100 N. BISCAYNE BLVD., SUITE 2600 100 N. BISCAYNE BLVD., SUITE 2600 \$5,000,000.00 MIAMI FL 33132 MIAMI FL 33132 3a. Date of Last Report **5b.** Amount of Capital Contributions in FLORIDA to date: 4. State or Country of Formation 2. Malling Address 2a. Principal Office Address Suite, Apt. #, etc. Suite, Apt. #, etc. 6. FEI Number Applied For 65-0724745 Not Applicable City & State City & State \$8.75 Additional Fee Required Zip Country Country 8. Make check payable to: Dept. of State (See reverse side for fee information) 10. If changed, new Registered Agent/Office 9. Name and Address of Current Registered Agent 300002323343---7 HART, DAVID J 100 N. BISCAYNE BLVD., SUITE 2600 ****541,25 ****541,25 **MIAMI FL 33132** Suite, Apt. #, etc City Zip Code 10a. Pursuant to the provisions of soctions 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 horeby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes DATE 9-23-97 SIGNATURE (Registered Agent Accepting Appointment) A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE. 11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) Registration/ 11. 11b. City, State & Zip Code Name(s) of General Partner(s) 11c. Document Number LUCENT GP COMPANY, INC. 100 N. BISCAYNE BLVD. MIAMI FL 33132 P96000071262 300002323343----10/17/\$7--01092--003 ******8.75 *****8.75

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

1 definereby certify that the information supplied with this filling is voluntarily furnished and does not qualify for the exemption stated in Section 119 07(3)(k), Florida Statutes Trelease 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 inclusted on this annual report is true and accurate and that my signature shall have the same legal effects as if made under eath. I further certify that I am a General Partner of the limited partnership, received or trusted empowered to execute this reported required by chapter 620, Florida Statutes

SIGNATURE

Typed or Printed Name of General Partner Signing Form

DAVID J. HART

For West GP (6. INC. Daytime Telephone Number