

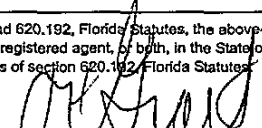
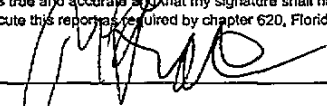


FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP  
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED 98 DEC 30 PM 2:56 SECRETARY OF STATE TALLAHASSEE, FLORIDA 	
1. Name of Limited Partnership  BURLINGTON RESIDENTIAL, LTD.		1a. DOCUMENT # A97000000737			
Mailing Address 7826 COOPER ROAD CINCINNATI OH 45242		Principal Office Address 7826 COOPER ROAD CINCINNATI OH 45242		3. Date Formed or Registered 03/31/1997	
				3a. Date of Last Report 12/31/1997	
2. Mailing Address		2a. Principal Office Address		4. State or Country of Formation FL	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		6. FEI Number 31-1580944 <input checked="" type="checkbox"/> Applied For AP-PLIED FOR <input type="checkbox"/> Not Applicable	
City & State		City & State		7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
Zip Country		Zip Country		8. Make check payable to: Dept. of State (See reverse side for fee information)	
9. Name and Address of Current Registered Agent SCHMERGE, MICHAEL 28050 U.S. HIGHWAY 19 NORTH, SUITE 301 CLEARWATER FL 34621				10. If changed, new Registered Agent/Office Name McGrath, Gregory Street Address (P.O. Box Number is Not Acceptable) 4561 Gulf of Mexico Drive Suite, Apt. #, etc. #101 City Longboat Key FL Zip Code 34228	
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 12-28-98					
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)		11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)		11b. City, State & Zip Code	
11c. Registration/ Document Number					
BARON CAPITAL XLIX, INC.		7795 COOPER ROAD 7826		CINCINNATI OH 45242	
P97000028616		3000002747049--2 -01/20/99--01015--004 ****150.00 ****150.00			
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  DATE _____ Typed or Printed Name of General Partner Signing Form _____ Daytime Telephone Number _____					

CR2E003 (8/98)