


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

LIMITED PARTNERSHIP ANNUAL REPORT <b>1999</b>		 FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS		FILED 98 DEC 28 AM 9:49 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<b>1. Name of Limited Partnership</b>  C & R ADLER Family, LTD.		<b>1a. DOCUMENT #</b> A 97000000973			
<b>Mailing Address</b> <del>40 H.I. Development, Inc.</del> <del>111 W. Fortune St.</del> <del>TAMPA, FL</del>		<b>Principal Office Address</b> <del>40 H.I. Development, Inc.</del> <del>111 W. Fortune St.</del> <del>TAMPA, FL</del>		<b>3. Date Formed or Registered</b> 4/28/97  <b>3a. Date of Last Report</b> 5/22/98  <b>4. State or Country of Formation</b> FLORIDA	
<b>2. Mailing Address</b> 40 LAWRENCE H. ADLER Suite, Apt. #, etc. 500 EAST AMADO RD., unit 409 City & State PALM SPRINGS, CA Zip 92262 Country USA		<b>2a. Principal Office Address</b> 40 LAWRENCE H. ADLER Suite, Apt. #, etc. 500 EAST AMADO RD., unit 409 City & State PALM SPRINGS, CA Zip 92262 Country USA		<b>5a. Capital Contributions as Shown on record.</b> \$582,585.  <b>5b. Amount of Capital Contributions in FLORIDA to date:</b>  <b>6. FEI Number</b> 59-3446738 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable <b>7. Certificate of Status Desired</b> <input checked="" type="checkbox"/> \$8.75 Additional Fee Required <b>8. Make check payable to: Dept. of State (See reverse side for fee information)</b>	
<b>9. Name and Address of Current Registered Agent</b>  BARASH & ASSOCIATES, P.A. 1140 KANE CONCOURSE BAY HARBOR ISLANDS, FL 33154			<b>10. If changed, new Registered Agent/Office</b> Name Street Address (P.O. Box Number is Not Acceptable) 500002739395--3 Suite, Apt. #, etc. -01/13/99--01035--014 City ****535.00 Zip Code FL		
<b>10a.</b> 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 _____					
<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>  CYNTHIA ADLER, individually and as Co-TRUSTEE of the RITA ADLER Revocable TRUST  LAWRENCE H. ADLER, individually and as Co-Trustee of the RITA ADLER Revocable TRUST		<b>11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)</b>  445 East 77 St., #6R  500 EAST AMADO RD., #409		<b>11b. City, State &amp; Zip Code</b>  NEW YORK, N.Y. 10021  PALM SPRINGS, CA 92262	
<b>11c. Registration/Document Number</b>					
<b>Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.</b>					
<b>12.</b> 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 <u>Lawrence H. Adler</u> DATE <u>12-3-98</u>					
Typed or Printed Name of General Partner Signing Form <u>LAWRENCE H. ADLER</u> Daytime Telephone Number <u>760-320-4824</u>					

CR2E003 (8/98)