FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PÄRTNERSHIP ANNUAL REPORT

1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State
DIVISION OF CORPORATIONS

1. Name of Limited Partnership

1a. DOCUMENT # A97000002766

BAINBRIDGE COMMUNITIES KEYS LIMITED PARTNERSHIP

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

97 DEC 31 PH 3: 45

Mailing Address Principal Office Address 1177 S.E. 3rd Avenue			3. Date Formed or Registered 12/18/97	58. Capital Contributions as Shown on record \$5,000.00	
Fort Lauderdale, Florida 33316			3a. Date of Last Report		
•			4. State or Country of Formation	5b. Amount of Capital Contributions in FLORIDA to date:	
2. Mailing Address	2a. Principal Office Address			\$5,000.00	
			Florida	\$5,000.00	
Suite, Apt. #, etc.	Suite, Apt. #, etc.		6. FEI Number	Applied For Not Applicable	
City & State	City & State		7. Certificate of Status Desired	\$8.75 Additional	
Zip Country	Zip Country		-	Fee Required State (See reverse side for fee information)	
9. Name and Address of Current Registered Agent		Namo	10. If changed, new Reg stered Agent/Office Name		
Jeffrey S. Wachs, Esq. c/o Doumar, Curtis, Cross, Laystrom & Perloff 1177 S.E. 3rd Avenue Fort Lauderdale, Florida 33316					
		Street Address (P.O. Box Number is Not Acceptable) 70000024031174			
		Suite Apt. #, etc81/16/9801070008			
		City	20 201 **** 20 201 ****		
			FL FL		
10a, Pursuant to the provisions of socilons 620 1051 and 620 192. Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submills this statement for the purpose of changing its registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). Thereby accept the appointment of registered agent. Lam familiar with, and accept the obligations of section 620.192, Florida Statutes.					
SIGNATURE (Registored Agent Accepting Appointment) Suffry Suacls DATE 12/29/97				12/29/97	
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 (Do NOT Use Post Office Box	Dodge	City, State & Zip Code	11c. Registration/ Document Number	
Bainbridge Holdings, Inc.	1177 S.E. 3rd Ave		Lauderdale,Florid 33316	EPPOOOFP9 &	
				CR2	
	52.50 103.	15 do			
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 liting is voluntarily (urnished and does not qualify for the exemption stated in Section 119.07(3)(k)). Florida Statutos. 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 eath. 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 Rechard A Schedler Prend DATE 12/29/97					
Bainbridge Holdings, Inc. By: Typed or Printed Namo of General Partner Signing Form. Richard A. Schechter, President Daytime Telephone Number (954) 762-3400					