

**FILE ON OR BEFORE APRIL 7, 1999 TO AVOID  
REVOCATION AND \$500 PENALTY FEE**

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| <b>LIMITED PARTNERSHIP<br/>ANNUAL REPORT<br/>1999</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Katherine Harris</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
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| <b>1. Name of Limited Partnership</b><br><br>BRICKELL COMMONS, LTD. | <b>1a. DOCUMENT #</b><br><b>A97000002873</b> |
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| <b>Mailing Address</b><br>3350 CUMBERLAND CIRCLE, SUITE 1500<br>ATLANTA GA 30339 | <b>Principal Office Address</b><br>3350 CUMBERLAND CIRCLE, SUITE 1500<br>ATLANTA GA 30339 |
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| <b>3. Date Formed or Registered</b><br>12/29/1997   | <b>5a. Capital Contributions as Shown on record</b><br>\$1,000.00  |
| <b>3a. Date of Last Report</b><br>01/05/1998  | <b>5b. Amount of Capital Contributions in FLORIDA to date</b><br>\$0   |
| <b>4. State or Country of Formation</b><br>FL   | <b>6. FEI Number</b><br>65-0804149   |
| <b>7. Certificate of Status Desired</b><br><input type="checkbox"/> Applied For<br><input checked="" type="checkbox"/> Not Applicable | <b>8. Make check payable to Dept. of State (See reverse side for fee information)</b><br><input type="checkbox"/> \$8.75 Additional Fee Required |

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| <b>2. Mailing Address</b><br>3350 RIVERWOOD PARKWAY<br>Suite, Apt. #, etc.<br>1500<br>City & State<br>ATLANTA, GA<br>Zip Country<br>30339 USA | <b>2a. Principal Office Address</b><br>3350 RIVERWOOD PARKWAY<br>Suite, Apt. #, etc.<br>1500<br>City & State<br>ATLANTA, GA<br>Zip Country<br>30339 USA |
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| <b>9. Name and Address of Current Registered Agent</b><br><br>BROWN, MORTON P ESQ.<br>C/O FOWLER, WHITE, ET AL<br>100 S.E. 2ND STREET, 17TH FLOOR<br>MIAMI FL 33131 |
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| <b>10. If changed, new Registered Agent/Office</b><br>Name _____<br>Street Address (P.O. Box Number Is Not Acceptable) _____<br>Suite, Apt. #, etc. _____<br>City _____ FL Zip Code _____ |
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**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 \_\_\_\_\_  
**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

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| <b>11. Name(s) of General Partner(s)</b><br>BVT REAL ESTATE DEVELOPMENT,<br>TERREMARK BRICKELL III, INC. | <b>11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)</b><br><del>3350 CUMBERLAND CIRCLE</del><br><del>3350 RIVERWOOD PARKWAY</del><br>2601 SOUTH BAYSHORE D | <b>11b. City, State &amp; Zip Code</b><br>ATLANTA GA 30339<br>MIAMI FL 33133 | <b>11c. Registration/Document Number</b><br>F93000000104<br>P98000003184 |
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**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.

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| SIGNATURE <i>Melanie Bunting</i><br>Typed or Printed Name of General Partner Signing Form <b>MELANIE BUNTING.</b> | DATE <b>3-10-99</b><br>Daytime Telephone Number <b>(770) 618-3500</b> |
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CR2E003 (12/98)