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 FLED

99 JAN -4 AM 11:02

1. Name of Limited Partnership	1a. DOCUM A9800000	ENT # 754	SECRETARY OF STATE TALLAHASSEE. FLORIDA	
THE FOUNTAINS OF FONTAINBLEAU LTD.				
Mailing Address	Principal Office Address	Principal Office Address		5a. Capital Contributions as Shown on record.
782 NORTH LEJUENE ROAD. SUITE 555 MIAMI FL	782 NORTH LEJUENE ROAD. SUITE 555 MIAMI FL		03/24/1998 3a. Date of Last Report	\$3,000,000.00
			4. State or Country of Formation	5b. Amount of Capital Contributions in FLORIDA to date:
2. Mailing Address 9330 FONTAINEBLEAU, BLVD.	2a. Principal Office Address SAME		FL	2,750,000.00
Suite, Apt. #, etc.	Suite, Apt. #, etc.		6. FEI Number 65-0821755	Applied For Not Applicable
City & State MIAMI, FL	City & State		7. Certificate of Status Desired	\$8.75 Additional Fee Regulred
Zip 33172 Country USA	Zip	Country	8. Make check payable to: Dept. of S	State (See reverse side for fee information)
9. Name and Address of Current R	Name and Address of Current Registered Agent		10. If changed, new Registered Agent/Office	
		Name		
ONAGHTEN, JUAN T 2665 SOUTH BAYSHORE DRIVE	Street Address (P.0		Box Number is Not Acceptable)	
1100 GRAND BAY PLAZA	Suite, Apt. #, etc.			
MIAMI FL 33133	City			Zip Code
				<u>FL</u>
Pursuant to the provisions of sections 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.				
11. Name(s) of General Partner(s)	11a. Address of Each General (Do NOT Use Post Office Bo	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 11b.		11c. Registration/ Document Number
CANTEL APARTMENT VENTURE I,	782 NORTH LEJUENE ROA M		AIAMI FL	P98000027329 P98000027325
DON VENTURE III, INC.	2665 SOUTH BAYSHORE D MI.		AJAMI FL	P98000027325
1				
			2000027 -01/20/9 ****\$20	3901113024
				
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 the 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. Elevida Statutes.				
SIGNATURE	2 -		DATE_	EC 28, 1998
Tuesd or Drinted Name of General Bostons Signing Flory	ANTENIO J. CARRED	A	Daytime Telephone Number 30	5-445-2800