

**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 _____ Secretary of State DIVISION OF CORPORATIONS
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FILED
99 MAR 24 PM 3: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership	1a. DOCUMENT # A98000001054
2500 Ponce Associates, Ltd.	

2. Mailing Address	2a. Principal Office Address	3. Date Formed or Registered	5a. Capital Contributions as Shown on record
407 Lincoln Road - #704 Miami Beach, FL 33139	407 Lincoln Road - #704 Miami Beach, FL 33139	4/29/98	\$225,000
3. Date of Last Report	4. State or Country of Formation	5b. Amount of Capital Contributions in FLORIDA to date	
None	Florida		
6. FEI Number	<input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable		
65-0861679			
7. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required		
8. Make check payable to Dept. of State (See reverse side for fee information)			

9. Name and Address of Current Registered Agent

AZ Registered Agent Corp.
2601 S. Bayshore Dr.
Suite # 1600
Miami, FL 33133

10. If changed, new Registered Agent/Office

Name: MARK HOLLADER
Street Address (P.O. Box Number Is Not Acceptable): 9700 S. Dixie Hwy.
Suite, Apt. #, etc.: Suite # 900
City: Miami, FL Zip Code: 33156

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): *Mark Hollader* DATE: 3-7-99

**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
2500 Ponce Associates, Inc.	407 Lincoln Road - #704	Miami Beach, FL 33139	P98000037999
600002832466-7 -04/07/99-01090-002 ****526.25 ****526.25 4-2-99			

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: *Jonathan D. Beloff* DATE: 3-22-99
 Typed or Printed Name of General Partner Signing Form: JONATHAN D. BELOFF Daytime Telephone Number: 305-673-1101

CP2E003 (8/98)