

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

LIMITED PARTNERSHIP
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JAN -2 PM 3: 28

1. Name of Limited Partnership		1a. DOCUMENT # B93000000432	
Bailey - Apollo Florida Apartments, Limited Partnership			
Mailing Address		Principal Office Address	
		3. Date Formed or Registered 10/18/1993	
		3a. Date of Last Report 1997	
		5a. Capital Contributions as Shown on record \$223,614	
		5b. Amount of Capital Contributions in FLORIDA to date: \$223,614	
2. Mailing Address		2a. Principal Office Address	
c/o Apollo Real Estate Advisors, L.P. Two Manhattanville Road Purchase, N.Y. 10577 U.S.A.		c/o CSC Networks 32 Lockerman Sq. #L-100 Dover, DE 19901 U.S.A.	
		4. State or Country of Formation DE	
		6. FEI Number 13-3736715	
		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		10. If changed, new Registered Agent/Office	
CSC Networks (Prentice-Hall) 1201 Hays Street Tallahassee, FL 32301		Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City	
		200002482272-3 -01/15/98--01113--003 ***541.25 FL	

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.

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
AP-FLGP, L.P.	c/o Apollo Real Estate Advisors, L.P. Two Manhattanville Road	Purchase, N.Y. 10577	B93000000431

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

Typed or Printed Name of General Partner Signing Form

VP (controlling LP)
Rondel J. Solotnick

DATE

12/29/97

Daytime Telephone Number

914-644-8000