

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 # B93 00 00 00 435	
Bailey - Apollo Cornerstone Apartments, Limited Partnership			
Mailing Address		Principal Office Address	
2. Mailing Address Apollo Real Estate Advisors LP Two Manhattanville Road Purchase, N.Y. 10577 U.S.A.		2a. Principal Office Address CSC Networks 32 Lockerman Sq. #L-100 Dover, DE 19901 U.S.A.	
3. Date Formed or Registered 10/18/1993		5a. Capital Contributions as Shown on record \$13,356,536	
3a. Date of Last Report 1997		5b. Amount of Capital Contributions in FLORIDA to date: \$13,356,536	
4. State or Country of Formation DE		6. FEI Number 13-3736717	
7. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable		8. Make check payable to Dept. of State (See reverse side for fee information) \$8.75 Additional Fee Required	

9. Name and Address of Current Registered Agent CSC Networks (Prentice-Hall) 1201 Hays Street Tallahassee, FL 32301		10. If changed, new Registered Agent/Office	
		Name	
		Street Address (P.O. Box Number is Not Acceptable) 500002402275--3	
		Suite, Apt. #, etc. 01/15/98 01113 804	
		City FL	
		Zip Code ****541.25 ****541.25	

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) Bailey - Apollo Florida Apartments, L.P.	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) c/o Apollo Real Estate Advisors, LP Two Manhattanville Road	11b. City, State & Zip Code Purchase, N.Y. 10577	11c. Registration/Document Number B9300000432
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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.

SIGNATURE Ronald J. Socotuck DATE 12/29/97
Typed or Printed Name of General Partner Signing Form RONALD J. SOCOTUCK Daytime Telephone Number 914-694-8000