

B93000000 518

Rinaldi & Associates

Attorneys at Law

Ellis F. Rinaldi (CT, NY & NJ Bars)
Associates:
Steven Finkelstein (CT & NY Bars)
Eric W. Franklin (CT & NY Bars)
Rose A. Rinaldi (NY & NJ Bars Only)

Three Pickwick Plaza, Suite 250
Greenwich, Connecticut 06830
Telephone 203-861-2121
Fax 203-861-2122

January 15, 1998

Via Airborne Express

Division of Corporations
Attention: Registration Section
409 E. Gaines Street
Tallahassee, Florida 32399

400002405684--4
-01/20/98--01173--003
***1750.00 ***1750.00

Re: 1998 Florida Annual Reports

Dear Sir/Madam:

Enclosed are the 1998 Annual Reports for each of the entities listed below, along with a corresponding check for each entity made payable to the Florida Department of State. Also enclosed is a Supplemental Affidavit of Capital Contributions for a Foreign Limited Partnership for entities numbered 1 and 2 listed below, along with a corresponding check made payable to the Florida Department of State:

Entity	Payment Amount	Check Number
1. Starwood/Tampa I, Limited Partnership Document # B95000000285		
a. 1998 Florida Annual Report	\$541.25	002555
b. Supplemental Affidavit of Capital Contributions	\$1,750.00	002560
2. Bel Air Partners, Limited Partnership Document # B93000000518		
a. 1998 Florida Annual Report	\$541.25	000043
b. Supplemental Affidavit of Capital Contributions	\$1,750.00	007062

Name	3. River Gardens-Tampa Limited Partnership
Availability	
Document	Document # B94000000377
Examiner	a. 1998 Florida Annual Report
4. Starwood Land Fund Partners I, L.P.	
Document #	B95000000047
Examiner	a. 1998 Florida Annual Report
Verifier	
Acknowledgement	DCC
P. Verifier	DLC

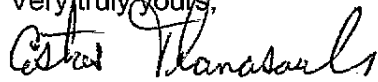
increasing the
contributions
to \$ 4,135,000.00

FILED
98 JAN 16 PM 2:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

5. SCG-ACP I Limited Partnership
Document # B95000000321
a. 1997 Florida Annual Report \$541.25 002556
6. Starwood Capital Group, Limited Partnership
Document # B93000000517
a. 1997 Florida Annual Report \$395.65 006988
7. BSS Capital Partners, Limited Partnership
Document # B93000000515
a. 1997 Florida Annual Report \$156.25 000284

Thank you.

Very truly yours,



Costas Thanasoulis
Legal Assistant

cc: Maggie Mulvihill
Eric Franklin, Esq.

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A
FOREIGN LIMITED PARTNERSHIP**

The undersigned general partners of Bel Air Partners Limited Partnership
_____, a (an)
_____ limited partnership, ex-
ecuted this supplemental affidavit filed pursuant to section 620.176, Florida Statutes.

The total amount of the capital contributions of the limited partners that is allocated for the purpose of transacting business in Florida is \$ 4,135,000.00.

This 12th day of January, 1998.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the following and that the facts are true, to the best of my knowledge and belief.

General Partner

*

*SV Fairfield I, L.L.C.
a Connecticut limited liability company

By: Starwood Capital Group I, L.P.
a Delaware limited partnership

By: BSS Capital Partners, L.P.
a Delaware limited partnership

By: Sternlicht Holdings II, Inc.
a Delaware corporation

By: 
Jerome C. Silvey
Its Senior Vice President

FEES: \$7 per \$1000, based on the additional contributions
Minimum \$52.50 - Maximum \$1750

INSHE 22 (7-90)

FILED
98 JAN 16 PM 2:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE