

**FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP
ANNUAL REPORT
1997



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

FILED

96 DEC 17 PM 3:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/2/97



1. Name of Limited Partnership FBP ASSET THREE LIMITED PARTNERSHIP		1a. DOCUMENT # B94000000352	
2. Mailing Address 1999 AVENUE OF THE STARS, SUITE 1200 LOS ANGELES CA 90067		2a. Principal Office Address 1999 AVENUE OF THE STARS, SUITE 1200 LOS ANGELES CA 90067	
3. Date Formed or Registered 08/30/1994		5a. Capital Contributions as Shown on record. \$7,000,000.00	
3a. Date of Last Report 12/29/1995		5b. Amount of Capital Contributions in FLORIDA to date \$ 7,000,000	
4. State or Country of Formation DE		6. FEI Number 95-4493968 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
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 THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET, SUITE 105 TALLAHASSEE FL 32301	10. If changed, new Registered Agent/Office	
	Name	
	Street Address (P.O. Box Number Is Not Acceptable)	
	Suite, Apt. #, etc	
City		Zip Code 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
FBP ASSET GENPAR THREE, INC.	1999 AVENUE OF THE ST	LOS ANGELES CA 90067	F94000004530
		200002035412--0 -12/20/96--01087--004 ***576.25 ***576.25	

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 By: *Mark M. Hedstrom*
FBP Asset Genpar Three, Inc.

DATE **12-4-96**

Typed or Printed Name of General Partner Signing Form: **Mark M. Hedstrom, V.P.** Daytime Telephone Number: **310-282-8820**

CR2E003 (6/96)