

FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 PM 1:52

LIMITED PARTNERSHIP ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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1. Name of Limited Partnership	1a. DOCUMENT # B95000000047
STARWOOD/LAND FUND PARTNERS I, L.P., LIMITED PARTNERSHIP	



Mailing Address C/O STARWOOD CAPITAL GROUP 3 PICKWICK PLAZA. #250 GREENWICH CT 06830	Principal Office Address % STARWOOD CAPITAL GROUP. L.P. THREE PICKWICK PLAZA. SUITE 250 GREENWICH CT 06830
2. Mailing Address	2a. Principal Office Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
City & State	City & State
Zip Country	Zip Country

3. Date Formed or Registered 02/09/1995	5a. Capital Contributions as Shown on record. \$2,200,000.00
3a. Date of Last Report 01/16/1998	5b. Amount of Capital Contributions in FLORIDA to date. 2,200,000.00
4. State or Country of Formation DE	
6. FEI Number 06-1413802	<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 C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324
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10. If changed, new Registered Agent/Office
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City
FL Zip Code

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
STARWOOD LAND, INC.	THREE PICKWICK PLAZA	GREENWICK CT 06830	F95000000678
100002744821--5 -01/15/99--01119--005 ***526.25 ***526.25			

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 *See attached signature sheet* _____ DATE _____

Typed or Printed Name of General Partner Signing Form _____ Daytime Telephone Number _____


CR2E003 (8/95)

ATTACHED SHEET

STARWOOD/LAND FUND PARTNERS I, L. P.

Starwood/Land Fund Partners I, L. P.,
a Delaware limited partnership

By: Starwood Land, Inc.
a Delaware Corporation
it's General Partner

By: 
MADISON GROSE
Executive Vice President