

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

LIMITED PARTNERSHIP
ANNUAL REPORT
1999



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 30 PM 1:26

1. Name of Limited Partnership	1a. DOCUMENT # B95000000344
BARRINGTON SPF, L.P., LTD.	



Mailing Address 8 CAMPUS DRIVE, 4TH FLOOR PARSIPPANY NJ 07054	Principal Office Address 8 CAMPUS DRIVE, 4TH FLOOR PARSIPPANY NJ 07054	3. Date Formed or Registered 09/27/1995	5a. Capital Contributions as Shown on record. \$9,000,000.00
2. Mailing Address	2a. Principal Office Address	3a. Date of Last Report 11/20/1997	5b. Amount of Capital Contributions in FLORIDA to date: \$9,000,000.00
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. State or Country of Formation DE	6. FEI Number 75-2614154
City & State	City & State	7. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip Country	Zip Country	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	10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code
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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
ARBOR SPF, LLC.	8 CAMPUS DRIVE, 4TH F	PARSIPPANY NJ 07054	M95000000285

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****535.00 ****535.00

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 Victor Del Pizzo DATE 11/4/98
Typed or Printed Name of General Partner Signing Form VICTOR DEL PIZZO Daytime Telephone Number (973) 683-1721

CR2E003 (8/98)