

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

FILED
97 FEB 10 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED PARTNERSHIP
ANNUAL REPORT
1997

FLORIDA DEPARTMENT OF REVENUE
Division of Corporations

B9600000339

1. Name of Limited Partnership

1a. DOCUMENT #
B9600000339

LENNAR ATLANTIC PARTNERS LIMITED PARTNERSHIP
97-AR
CM

Mailing Address

760 N.W. 107th Avenue
Suite 400
Miami, Florida 33172

Principal Office Address

760 N.W. 107th Avenue
Suite 400
Miami, Florida 33172

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
8/28/1996

5a. Capital Contributions, as Shown on record
21,497,000

3a. Date of Last Report
N/A

5b. Amount of Capital Contributions in FLORIDA to date
20,576,987.00

4. State or Country of Formation
Delaware

6. FEI Number
65-0539938

7. Certificate of Status Desired
Applied For
Not Applicable

8. Make check payable to: Dept. of State (See reverse side for fee information)

9. Name and Address of Current Registered Agent

Lennar Atlantic Holdings, Inc.
760 N.W. 107th Avenue, Suite 400
Miami, Florida 33172

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
Lennar Atlantic Holdings, Inc.	760 N.W. 107th Ave., Ste. 400	Miami, Florida 33172	P94000083085
MS Atlantic Partners, Inc.	1585 Broadway, 37th Flr.	New York, NY 10036-8293	F96000004389
BCMSL Partners, L.P.	345 Park Ave., 30th Flr.	New York, NY 10154	B96000000338

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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.

By: Lennar Atlantic Holdings, Inc., general partner

SIGNATURE

CR2E003 (6/96)