
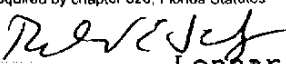


FILE ON OR BEFORE APRIL 7, 1999 TO AVOID
REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
1. Name of Limited Partnership LENNAR ATLANTIC PARTNERS LIMITED PARTNERSHIP		1a. DOCUMENT # B96000000339	
2. Mailing Address 760 N.W. 107TH AVENUE, SUITE 400 MIAMI FL 33172		2a. Principal Office Address 760 N.W. 107TH AVENUE, SUITE 400 MIAMI FL 33172	
3. Date Formed or Registered 08/28/1996		3a. Date of Last Report 04/27/1998	
4. State or Country of Formation DE		5a. Capital Contributions as Shown on record \$21,497,000.00	
5b. Amount of Capital Contributions in FLORIDA to date \$21,497,000.00		6. FEI Number 65-0539938	
7. Certificate of Status Desired <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> 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 FL 33172		10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City	
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.		200002837032--E -04/12/99-01144-002 ****526.25 ****526.25	
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, IN	760 N.W. 107TH AVENUE	MIAMI FL 33172	P94000083085
MS ATLANTIC PARTNERS, INC.	1585 BROADWAY, 37TH F	NEW YORK NY 10036	F96000004389
BCMSL PARTNERS, L.P.	345 PARK AVENUE, 30TH	NEW YORK NY 10154	B96000000338
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  Typed or Printed Name of General Partner Signing Form		Ronald E. Schrager, VP Lennar Atlantic Holdings, Inc. DATE 4/5/99 (305) 229-6692	

FILED
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