

FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1998



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC -8 PM 4:08

1. Name of Limited Partnership

1a. DOCUMENT #

89700000575

CMD/Fund II GP Investments, L.P.

Mailing Address

Principal Office Address

227 W. Monroe Street, Suite 3900
Chicago, Illinois 60606

3. Date Formed or Registered

10/28/97

5a. Capital Contributions as Shown on record.

0

3a. Date of Last Report

N/A

5b. Amount of Capital Contributions in FLORIDA to date:

0

4. State or Country of Formation

Illinois

2. Mailing Address

2a. Principal Office Address

227 W. Monroe Street

227 W. Monroe Street

Suite, Apt. #, etc.

Suite, Apt. #, etc.

Suite 3900

Suite 3900

City & State

City & State

Chicago, Illinois

Chicago, Illinois

Zip

Country

Zip

Country

60606

60606

6. FEI Number

36-4184134

Applied For
 Not Applicable

7. Certificate of Status Desired

\$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

10. If changed, new Registered Agent/Office

Paul J. Kilgallon
c/o CMD Realty Investors, Inc.
899 West Cypress Creek Road, Suite 109
Ft. Lauderdale, Florida 33309-2046

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

CMD REIM II, Inc.

227 W. Monroe Street
Suite 3900

Chicago, Illinois 60606

B9700000575

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****156.25 ****156.25

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 in 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 20, Florida Statutes.

SIGNATURE

DATE 11/06/97

Typed or Printed Name of General Partner Signing Form

CMD REIM II, Inc.

By: Randal J. Selig, Exec. V.P.

Daytime Telephone Number

(312) 726-3121

CP2E003 (6/97)