


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

<b>LIMITED PARTNERSHIP ANNUAL REPORT 1999</b>		 <b>FLORIDA DEPARTMENT OF STATE Secretary of State DIVISION OF CORPORATIONS</b>		<b>FILED</b> <b>99 FEB 23 PM 1:18</b> <b>SECRETARY OF STATE TALLAHASSEE, FLORIDA</b>	
<b>1. Name of Limited Partnership</b>  FLATROCK PARTNERS, L.P.		<b>1a. DOCUMENT #</b> B97000000593			
<b>Mailing Address</b> 11 Madison Avenue New York NY 10010		<b>Principal Office Address</b> 11 Madison Avenue New York NY 10010		<b>3. Date Formed or Registered</b> 10/29/1997	<b>5a. Capital Contributions as Shown on record</b> \$12,181.00
				<b>3a. Date of Last Report</b> 1998	<b>5b. Amount of Capital Contributions in FLORIDA to date</b>
<b>2. Mailing Address</b> c/o Credit Suisse First Boston Suite, Apt. #, etc. 11 Madison Avenue City & State New York, NY Zip 10010 Country		<b>2a. Principal Office Address</b> c/o Credit Suisse First Boston Suite, Apt. #, etc. 11 Madison Avenue City & State New York, NY Zip 10010 Country		<b>4. State or Country of Formation</b> DE	
				<b>6. FEI Number</b> 13-3972338	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
				<b>7. Certificate of Status Desired</b>	<input type="checkbox"/> \$8.75 Additional Fee Required
				<b>8. Make check payable to Dept. of State (See reverse side for fee information)</b>	

<b>9. Name and Address of Current Registered Agent</b>  CORPORATION SERVICE COMPANY 1201 Hays Street Tallahassee FL 32301-2525		<b>10. If changed, new Registered Agent/Office</b> Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code	
<b>10a.</b> 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.**

<b>11. Name(s) of General Partner(s)</b>  PTG FLATROCK, INC.	<b>11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)</b> 11 Madison Avenue	<b>11b. City, State &amp; Zip Code</b> New York, NY	<b>11c. Registration Document Number</b> F970000005793 6000002793396--3 -03/03/99--01059--003 ****174.02 ****174.02 3-1-99
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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.

SIGNATURE *Thomas A. DeGennaro* DATE *2/10/99*  
 Typed or Printed Name of General Partner Signing Form **Thomas A. DeGennaro Director of Taxes** Daytime Telephone Number **212-325-1994**

CR2E003 (9/98)