


**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	
1. Name of Limited Partnership THE GABLES (FLORIDA)/EDGEWATER L.P., LTD.		1a. DOCUMENT # B98000000319	
Mailing Address C/O BLACKACRE CAPITAL GROUP 450 PARK AVE., 4TH FLOOR NEW YORK NY 10022		Principal Office Address C/O BLACKACRE CAPITAL GROUP 450 PARK AVE., 4TH FLOOR NEW YORK NY 10022	
2. Mailing Address Suite, Apt. #, etc. City & State Zip Country		2a. Principal Office Address Suite, Apt. #, etc. City & State Zip Country	

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



3. Date Formed or Registered 05/21/1998	5a. Capital Contributions as Shown on record \$0.00
3a. Date of Last Report	5b. Amount of Capital Contributions in FLORIDA to date
4. State or Country of Formation DE	
6. FET Number 65-0512938	
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 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) GABLES DEVELOPMENT LLC	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 450 PARK AVENUE, 4TH	11b. City, State & Zip Code NEW YORK NY 10022	11c. Registration/Document Number M98000000313
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-02/24/99-01112-010
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2-19-99

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 _____

DATE 12/31/98

Typed or Printed Name of General Partner Signing Form

Jeffrey B Citrin, President

Daytime Telephone Number 212 891-2138

CR2E003 (8/98)