

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # F95000003889 (1)

1. Corporation Name
ATRIUM APARTMENTS, INC.

Principal Place of Business
C/O THE RELATED COMPANIES, L.P.
625 MADISON AVE.
NEW YORK NY

Mailing Address
C/O THE RELATED COMPANIES, L.P.
625 MADISON AVE.
NEW YORK NY

FILED
Sep 10 1997 8:00am
Secretary of State



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		08/11/1995		03/07/1996	
22 City & State		27 City & State		4. FEI Number		Applied For	
23 Zip		28 Zip		APPLIED FOR 13-3842047		Not Applicable	
24 Country		30 Country		5. Certificate of Status Desired		8.75 Additional Fee Required	
				6. Election Campaign Financing Trust Fund Contribution		\$5.00 May Be Added to Fees	
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.		<input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MARRON, EDWARD W JR	1.2 NAME	
STREET ADDRESS	625 MADISON AVE., 9TH FLOOR	1.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10022	1.4 CITY-ST-ZIP	
TITLE	V	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEVINE, DAVID	2.2 NAME	
STREET ADDRESS	625 MADISON AVE., 9TH FLOOR	2.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10022	2.4 CITY-ST-ZIP	
TITLE	S	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SOKOLOVIC, JOHN	3.2 NAME	
STREET ADDRESS	625 MADISON AVE., 9TH FLOOR	3.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10022	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AUGENBLICK, ANDREW	4.2 NAME	
STREET ADDRESS	625 MADISON AVE., 9TH FLOOR	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10022	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BOWERS, BRYAN	5.2 NAME	Paul Hellmors
STREET ADDRESS	ONE CHASE MANHATTAN PLAZA, 44TH FLOOR	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10005	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	LOVESTAD, H S	6.2 NAME	Robert Cahn
STREET ADDRESS	ONE CHASE MANHATTAN PLAZA, 44TH FLOOR	6.3 STREET ADDRESS	625 Madison Ave, 9th Floor
CITY-ST-ZIP	NEW YORK NY 10005	6.4 CITY-ST-ZIP	New York, NY 10022

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE _____

CR2E034 (4/97)