2004 LIMITED LIABILITY COMPANY ANNUAL REPORT

DO NOT WRITE IN THIS SPACE

DOCUMENT # L98000002479

1. Entity Name AP-ADLER OAKES LLC



Principal Place of Business

1400 NW 107 AVENUE MIAMI, FL 33172

SIGNATURE:

Mailing Address 1400 NW 107 AVENUE MIAMI, FL 33172

FILED Apr 29, 2004 08:00 AM Secretary of State



03292004 No Chg-LLC

CR2E083 (10/03)

4. FEI Number	Applied For	
65-0893806	Not Applicable	
5. Certificate of Status Desired	\$5.00 Additional Fee Required	

6. Name and Address of Current Registered Agent

LEVY, JOEL 1400 NORTHWEST 107TH AVENUE MIAMI, FL 33172-2704

DO NOT WRITE IN THIS SPACE

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8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.			
SIGNATURE_	SIGNATURE Signature, (yped or printed name of registered agen; and title if applicable (NOTE Registered Agent signature required when reinstating) DATE		DATE.
Filing Fee is \$50.00 Due by May 1, 2004			
9.	MANAGING MEMBERS/MANAGERS		
TITLE	MGRM		
NAME	AP-ADLER INVESTMENT FUND 2, L.P.		
STREET ADDRESS	1400 NORTHWEST 107TH AVENUE		UNAGGA139396 04/39/04-80119-016 50.00
CITY-ST-ZIP	MIAMI, FL 331722704		04/39/04-80119-016 50.00
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11. I hereby certify that the information supplied with this filling does not quality for the exemption stated in Section 119 07(3)(i), Florida Statutes, I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.			

Joel Levy

SIGNATURE AND TYPED OR PRINTED NAME OF SYGNING MANAGING MEMBER, OR AUTHORIZED REPRESENTATIVE

Executive Vice President

of GP of

MERM