

**FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP
ANNUAL REPORT
1997



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

FILED

96 DEC 30 AM 8:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Handwritten initials and date: JH 1/7

1. Name of Limited Partnership
**1a. DOCUMENT #
A21616**

BLOOMINGDALE ASSOCIATES, LTD.

Mailing Address: ~~100 N. TAMPA ST.
SUITE 4100
TAMPA FL 33602~~
Principal Office Address: ~~100 N. TAMPA ST.
SUITE 4100
TAMPA FL 33602~~

3. Date Formed or Registered: **12/23/1985**
5a. Capital Contributions as Shown on record: **\$7,524,992.00**
3a. Date of Last Report: **12/12/1995**
5b. Amount of Capital Contributions in FLORIDA to date.

2. Mailing Address
2a. Principal Office Address

Paragon Group
7557 Rambler Rd. Ste #1200 700
Dallas, TX 75231

4. State or Country of Formation: **FL**

Suite, Apt. #, etc.

6. FEI Number: **75-2095935**
 Applied For
 Not Applicable

City & State

7. Certificate of Status Desired: **\$8.75 Additional Fee Required**

Zip Country

8. Make check payable to Dept. of State (See reverse side for fee information)

9. Name and Address of Current Registered Agent
HASARA, GERALD L
100 N. TAMPA ST.
SUITE 4100
TAMPA FL 33602

10. If changed, new Registered Agent/Office
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
BRANDON BLOOMINGDALE CO.	100 N. TAMPA ST.	TAMPA FL 33602	A21617
200002051632--6 -01/09/97--01004--010 ****585.00 ****585.00			

CR2E003 (6/96)

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 *WRC*

WRC Holdings, Inc.
William R. Cooper, President