

FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

FILED

97 DEC -5 PM 3:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED PARTNERSHIP ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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1. Name of Limited Partnership	1a. DOCUMENT # A21616
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BLOOMINGDALE ASSOCIATES, LTD.



12/8

Mailing Address C/O PARAGON GROUP 7557 RAMBLER RD., #700 DALLAS TX 75231	Principal Office Address C/O PARAGON GROUP 7557 RAMBLER RD., #700 DALLAS TX 75231	3. Date Formed or Registered 12/23/1985	5a. Capital Contributions as Shown on record \$7,524,992.00
2. Mailing Address	2a. Principal Office Address	3a. Date of Last Report 12/30/1996	5b. Amount of Capital Contributions in FLORIDA to date:
Suite, Apt. #, etc. <i>10,000 N. Central Expy # 1150</i>	Suite, Apt. #, etc. <i>10,000 N. Central Expy # 1150</i>	4. State or Country of Formation FL	6. FEI Number 75-2095935 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
City & State	City & State	7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	8. Make check payable to: Dept. of State (See reverse side for fee information)
Zip	Country	Zip	Country

9. Name and Address of Current Registered Agent HAGARA, GERALD L 100 N. TAMPA ST. SUITE 4100 TAMPA FL 33602	10. If changed, new Registered Agent/Office Name <i>Richard A. Beard, III</i> Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. <i>Suite 3175</i> City FL Zip Code
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10a. Pursuant to the provisions of sections 620.1051 and 620.182, 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 620.182, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) *[Signature]* DATE *11/14/97*

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) BRANDON BLOOMINGDALE CO.	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) <i>10,000 N. Central Expy # 1150 100 N. TAMPA ST.</i>	11b. City, State & Zip Code <i>Dallas, TX 75231 TAMPA FL 33602</i>	11c. Registration/Document Number A21617
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***550.00 ***550.00

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 *[Signature]* **William R. Cooper**
Typed or Printed Name of General Partner Signing Form

WRC Holdings, Inc.
William R. Cooper, President
December 1, 1997, (214) 360-1830

Daytime Telephone

CFR003 (6/97)