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

LIMITED PARTNERSHIP ANNUAL REPORT 1997

SANDESTIN HILTON, LTD.



FLORIDA DEPARTMENT OF STATE

Sandra Mortham

Secretary of State DIVISION OF CORPORATIONS

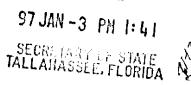
1. Name of Limited Partnership

SIGNATURE -

Typed or Printed Name of General Partner Signing Form SH GENERAL PARTNER, In

DOCUMENT# A96000001169

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10. If changed, new Reginal Partnership organized or registered under the law Such change was authorized by its general partner(s).	Shown on record. \$1,000.00 5b. Amount of Capital Contributions in FLORIDA to date: 28, 497,000 Applied For Not Applicable \$8.75 Additional Fee Required ppl. of State (See reverse side for fee informations). Stered Agent/Office FL Zip Code s of the State of Florida, submits this staten
3a. Date of Last Report 4. State or Country of Formatic FL 6. FEI Number 59 - 33 9 8 9 7. Certificate of Status Desired untry 8. Make check payable to De 10. If changed new Regi Vanne Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City Inted partnership organized or registered under the law Such change was authorized by its general partner(s).	5b. Amount of Capital Contributions in FLORIDA to date: 28, 497,000 Applied For Not Applicable 38.75 Additional Fee Required ppl. of State (See reverse side for fee inform stered Agent/Office FL Zip Code s of the State of Florida, submits this staten
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rtner lumbers) 11b. City, State & Zip Code	11c. Registration/ Document Number
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50000 -01/ ***	20597253 16/9701012008 *576.25 *****576.25
	50000 -01/ ***
an amendr	

this annual report is true and accurate and that my signature shall have the same legal effects as if made under eath. I further certify that I am a General Partner of the limited partnership, receiver or trustee