

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

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/13

LIMITED PARTNERSHIP ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra Mortham Secretary of State DIVISION OF CORPORATIONS
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1. Name of Limited Partnership SANDESTIN HILTON, LTD.	1a. DOCUMENT # A96000001169
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Mailing Address 4000 SANDESTIN BLVD. DESTIN FL 32541	Principal Office Address 4000 SANDESTIN BLVD. DESTIN FL 32541
2. Mailing Address Suite, Apt. #, etc. City & State Zip Country	2a. Principal Office Address Suite, Apt. #, etc. City & State Zip Country

3. Date Formed or Registered 06/19/1996	5a. Capital Contributions as Shown on record \$1,000.00
3a. Date of Last Report	5b. Amount of Capital Contributions in FLORIDA to date: 28,497,000
4. State or Country of Formation FL	6. FEI Number 59-3398821
7. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	8. Make check payable to: Dept. of State (See reverse side for fee information)

9. Name and Address of Current Registered Agent LLOYD, BRENDA 4000 SANDESTIN BLVD. DESTIN FL 32541

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) SH GENERAL PARTNER, INC.	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 4000 SANDESTIN BLVD.	11b. City, State & Zip Code DESTIN FL 32541	11c. Registration/Document Number P96000052365

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 SH General Partner, Inc Robert T. Kamm CFU DATE 12/30/96

Typed or Printed Name of General Partner Signing Form SH General Partner, Inc Robert T. Kamm Daytime Telephone Number 904-267-9500

CR2E003 (6/96)