


**FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -1 PM 12:52

LIMITED PARTNERSHIP ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
1. Name of Limited Partnership SANDESTIN BEACH HOTEL, LTD.		1a. DOCUMENT # A96000001169	
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	
		3a. Date of Last Report 12/10/1997	
		4. State or Country of Formation FL	
		5a. Capital Contributions as Shown on record. \$18,139,766.00	
		5b. Amount of Capital Contributions in FLORIDA to date: 18,139,766.00	
		6. FEI Number 59-3398821	
		<input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable	
		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)	



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 if Applicable) Suite, Apt. #, etc. City Zip Code	
		808902702818-4 -12/04/98-01020-019 ***526.25 ***526.25 FL	

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
SH GENERAL PARTNER, INC.	4000 SANDESTIN BLVD.	DESTIN FL 32541	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 Robert T. Korman *SH General Partner, Inc, its General Partner* *Vice President* DATE 11/16/98

Typed or Printed Name of General Partner Signing Form Robert T. Korman Daytime Telephone Number 901-681-5181

CR2E003 (6/98)