

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

LIMITED PARTNERSHIP
ANNUAL REPORT
1998



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JAN 21 PM 4: 24



1. Name of Limited Partnership

1a. DOCUMENT #
A96000002411

PALMETTO DUNES, LTD.

Mailing Address 3300 S. HIAWASSEE RD., SUITE 107 ORLANDO FL 32835	Principal Office Address 3300 S. HIAWASSEE RD., SUITE 107 ORLANDO FL 32835
2. Mailing Address	2a. Principal Office Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
City & State	City & State
Zip Country	Zip Country

3. Date Formed or Registered 12/23/1996	5a. Capital Contributions as Shown on record \$14,012,050.00 -\$50.00
3a. Date of Last Report 12/31/1996	5b. Amount of Capital Contributions in FLORIDA to date: 14,012,050
4. State or Country of Formation FL	
6. FEI Number APPLIED FOR	<input type="checkbox"/> Applied For <input 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

B&C CORPORATE SERVICES OF CENTRAL FLORIDA
390 N. ORANGE AVE., SUITE 1100
ORLANDO FL 32801

10. If changed, new registration fees/office

Name: ****385.00 ****385.00
Street Address (P.O. Box Number is Not Acceptable): 600002415306--0
Suite, Apt. #, etc.: -01/28/98--01114--003
City: ****156.25 ****156.25
Zip Code: 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.

By: *[Signature]*, *vice president*, B&C Corporate Services of Central Florida, Inc. DATE: 1/20/98

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
PALMETTO DUNES, INC.	3300 S. HIAWASSEE RD. Ste 107	ORLANDO FL 32835 BK 1/21/98	P98000102142

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]* DATE: 12-18-97
Typed or Printed Name of General Partner Signing Form: CHARLES S. CARLTON Daytime Telephone Number: 407-257-1600

CFR2E003 (6/97)