

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

LIMITED PARTNERSHIP
ANNUAL REPORT
1999



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

FILED
98 DEC 24 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



1. Name of Limited Partnership SHOELESS PARTNERS, LTD.	1a. DOCUMENT # A97000002205
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Mailing Address 1200 NORTH FEDERAL HIGHWAY, SUITE 111 BOCA RATON FL 33432	Principal Office Address 1200 NORTH FEDERAL HIGHWAY, SUITE 111 BOCA RATON FL 33432	3. Date Formed or Registered 10/13/1997	5a. Capital Contributions as Shown on record. \$200,000.00
2. Mailing Address 2 East Camino Real Suite, Apt. #, etc.	2a. Principal Office Address 2 East Camino Real Suite, Apt. #, etc.	3a. Date of Last Report 03/09/1998	5b. Amount of Capital Contributions in FLORIDA to date: 200,000
City & State Boca Raton, FL 33432	City & State Boca Raton FL 33432	4. State or Country of Formation FL	6. FEI Number 65-0788130 <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable
Zip 33432	Zip 33432	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 SHOELESS JOE, INC. 1200 NORTH FEDERAL HIGHWAY, SUITE 111 BOCA RATON FL 33432	10. If changed, new Registered Agent/Office Name
	Street Address (P.O. Box Number is Not Acceptable) 2 East Camino Real Suite, Apt. #, etc.
	City Boca Raton
	Zip Code FL 33432

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
SHOELESS JOE, INC.	2 East Camino Real 1200 NORTH FEDERAL HI -	BOCA RATON FL 33432	P97000087998
LUBAR CORPORATION	8411 PRESTON ROAD, SU	DALLAS TX 75225	F95000005779

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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 _____ DATE 12/21/98
Typed or Printed Name of General Partner Signing Form Joseph R. Jackson, Pres Daytime Telephone Number 561-368-7107
Shoeless Joe, Inc

CR2E003 (8/98)