
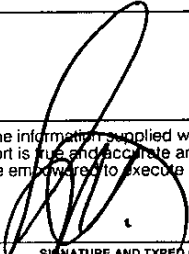


**2005 LIMITED PARTNERSHIP ANNUAL REPORT  
Due By May 1, 2005**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

05 JUN 10 AM 8:40

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                      |         |                                                                      |                                                                                   |                                 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|---------|----------------------------------------------------------------------|-----------------------------------------------------------------------------------|---------------------------------|
| DOCUMENT # A9800002209                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                      |         |                                                                      |  |                                 |
| 1. Entity Name<br>311 ASSOCIATES, LTD.                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                      |         |                                                                      |                                                                                   |                                 |
| Principal Place of Business<br>140 N FEDERAL HWY<br>#200<br>BOCA RATON, FL 33432                                                                                                                                                                                                                                                                                                                                                                                                            |                      |         | Mailing Address<br>140 N FEDERAL HWY<br>#200<br>BOCA RATON, FL 33432 |                                                                                   |                                 |
| 2. Principal Place of Business                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                      |         | 3. Mailing Address                                                   |                                                                                   |                                 |
| Suite, Apt. #, etc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                      |         | Suite, Apt. #, etc.                                                  |                                                                                   |                                 |
| City & State                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                      |         | City & State                                                         |                                                                                   |                                 |
| Zip                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                      | Country | Zip                                                                  |                                                                                   | Country                         |
| 6. Name and Address of Current Registered Agent                                                                                                                                                                                                                                                                                                                                                                                                                                             |                      |         |                                                                      | 7. Name and Address of New Registered Agent                                       |                                 |
| TALBOTT, GREGORY K<br>140 N FEDERAL HWY<br>#200<br>BOCA RATON, FL 33432                                                                                                                                                                                                                                                                                                                                                                                                                     |                      |         |                                                                      | Name                                                                              |                                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                      |         |                                                                      | Street Address (P.O. Box Number is Not Acceptable)                                |                                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                      |         |                                                                      | City                                                                              |                                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                      |         |                                                                      | FL                                                                                | Zip Code                        |
| 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.                                                                                                                                                                                                                                                               |                      |         |                                                                      |                                                                                   |                                 |
| SIGNATURE _____ DATE _____<br><small>Signature, typed or printed name of registered agent and title if applicable.</small>                                                                                                                                                                                                                                                                                                                                                                  |                      |         |                                                                      |                                                                                   |                                 |
| 9. Capital Contributions as Shown on record. \$1,000.00                                                                                                                                                                                                                                                                                                                                                                                                                                     |                      |         | 10. Amount of Capital Contributions in FLORIDA to date.              |                                                                                   |                                 |
| <b>A GENERAL PARTNER THAT IS A BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.</b><br><b>NOTE: General Partners MAY NOT be changed on the form; an amendment must be filed to change a general partner.</b>                                                                                                                                                                                                                                                                 |                      |         |                                                                      |                                                                                   |                                 |
| 12. GENERAL PARTNER INFORMATION                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                      |         | 13. ADDRESS CHANGES ONLY                                             |                                                                                   |                                 |
| DOCUMENT #                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | P98000079380         |         | STREET ADDRESS                                                       |                                                                                   |                                 |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 311 ASSOCIATES, INC. |         | CITY-ST-ZIP                                                          |                                                                                   |                                 |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 140 N FEDERAL HWY    |         |                                                                      |                                                                                   |                                 |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | BOCA RATON, FL 33432 |         |                                                                      |                                                                                   |                                 |
| DOCUMENT #                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                      |         | STREET ADDRESS                                                       |                                                                                   |                                 |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                      |         | CITY-ST-ZIP                                                          |                                                                                   |                                 |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                      |         |                                                                      |                                                                                   |                                 |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                      |         |                                                                      |                                                                                   |                                 |
| DOCUMENT #                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                      |         | STREET ADDRESS                                                       | 300056447183                                                                      |                                 |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                      |         | CITY-ST-ZIP                                                          | 06/22/05--01066--014 **550.00                                                     |                                 |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                      |         |                                                                      |                                                                                   |                                 |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                      |         |                                                                      |                                                                                   |                                 |
| DOCUMENT #                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                      |         | STREET ADDRESS                                                       |                                                                                   |                                 |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                      |         | CITY-ST-ZIP                                                          |                                                                                   |                                 |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                      |         |                                                                      |                                                                                   |                                 |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                      |         |                                                                      |                                                                                   |                                 |
| DOCUMENT #                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                      |         | STREET ADDRESS                                                       |                                                                                   |                                 |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                      |         | CITY-ST-ZIP                                                          |                                                                                   |                                 |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                      |         |                                                                      |                                                                                   |                                 |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                      |         |                                                                      |                                                                                   |                                 |
| 14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a General Partner of the limited partnership or the receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes |                      |         |                                                                      |                                                                                   |                                 |
| SIGNATURE:                                                                                                                                                                                                                                                                                                                                                                                               |                      |         | Date: 6-2-05                                                         |                                                                                   | Daytime Phone #: (561) 392-8525 |
| <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING GENERAL PARTNER</small>                                                                                                                                                                                                                                                                                                                                                                                                               |                      |         | <small>Date</small>                                                  |                                                                                   | <small>Daytime Phone #</small>  |

STAPLE CHECK HERE

*[Handwritten initials]*

