

**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 E. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

98 NOV 23 AM 10: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



1. Name of Limited Partnership	1a. DOCUMENT # B96000000217
HERITAGE OPERATING, LIMITED PARTNERSHIP	

Mailing Address 2225 11TH AVENUE HELENA MT 59801	Principal Office Address 8801 SOUTH YALE, SUITE 310 TULSA OK 74137	3. Date Formed or Registered 06/14/1996	5a. Capital Contributions as Shown on record. \$10,547,250.00
2. Mailing Address	2a. Principal Office Address	3a. Date of Last Report 05/18/1998	5b. Amount of Capital Contributions in FLORIDA to date: \$10,547,250
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. State or Country of Formation DE	6. FEI Number 73-1495293 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
City & State	City & State	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)
Zip Country	Zip Country		

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. 200002699472 1 City ****526. 25 FL ****526. 25
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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
HERITAGE HOLDINGS, INC.	8801 SOUTH YALE, STE.	TULSA OK 74137	F96000002981

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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 H. Michael Krimbill DATE 11-15-98
 Typed or Printed Name of General Partner Signing Form H. Michael Krimbill Daytime Telephone Number 918-492-7272

CR2E003 (8/98)