

**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
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FILED

98 DEC 18 PM 1:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



1. Name of Limited Partnership	1a. DOCUMENT # B97000000170
GPA-MIAMI, L.P.	

Mailing Address 3526 SPOTTSWOOD AVENUE MEMPHIS TN 38111	Principal Office Address 3526 SPOTTSWOOD AVENUE MEMPHIS TN 38111	3. Date Formed or Registered 04/07/1997	5a. Capital Contributions as Shown on record. \$1,000.00
2. Mailing Address	2a. Principal Office Address	3a. Date of Last Report 11/21/1997	5b. Amount of Capital Contributions in FLORIDA to date: 0.00
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. State or Country of Formation TN	6. FEI Number 62-1716480 <input type="checkbox"/> Applied For <input checked="" 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	10. If changed, new Registered Agent/Office
DOTSON, ALBERT E JR. ECKERT SEAMANS CHERIN & MELLOTT, LC 701 BRICKELL AVE., SUITE 1850 MIAMI FL 33131	Name
	Street Address (P.O. Box Number Is Not Acceptable)
	Suite, Apt. #, etc.
	City

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.

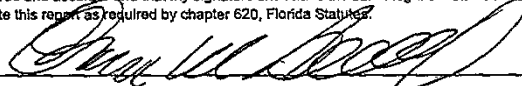
SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

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
GPA-I, LLC <i>Amend filed to change GP.</i>	3526 SPOTTSWOOD AVENUE	MEMPHIS TN 38111	M96000000234

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 **12/2/98**

Typed or Printed Name of General Partner Signing Form **Oscar W. Seelbinder, Jr.** Daytime Telephone Number **(901) 327-7676**

CR2E003 (8/98)