

**FILE ON OR BEFORE APRIL 8, 1998 TO AVOID
REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP
ANNUAL REPORT
1998

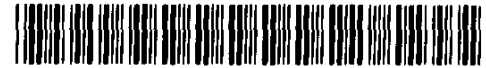


FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR -3 AM 8:56

1. Name of Limited Partnership	1a. DOCUMENT # B97000000348
HILLSIDE FINANCE INTERNATIONAL, L.P.	



Mailing Address 2100 S.E. 17TH STREET, #203 OCALA FL 34471	Principal Office Address 2100 S.E. 17TH STREET, #203 OCALA FL 34471	3. Date Formed or Registered 07/10/1997	5a. Capital Contributions as Shown on record. \$500.00
2. Mailing Address	2a. Principal Office Address	3a. Date of Last Report	
Suite, Apt. #, etc. SUITE 204	Suite, Apt. #, etc. SUITE 204	4. State or Country of Formation DE	5b. Amount of Capital Contributions in FLORIDA to date.
City & State	City & State	6. FEI Number 04-3293183	
Zip	Country	Zip	Country
		7. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
8. Make check payable to: Dept. of State (See reverse side for fee information)			

9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525	10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) 600002482996--6 Suite, Apt. #, etc. -04/08/98-01091-003 ****150.00 ****150.00 City FL Zip Code
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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
THE HILLSIDE GROUP, LLC	2100 S.E. 17TH STREET	OCALA FL 34471	M97000000418

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 _____

Typed or Printed Name of General Partner Signing Form **WILLIAM W. CURTIS**
THE HILLSIDE GROUP, LLC Daytime Telephone Number **(352) 401-1900**

CR2E003 (12/97)