

2005 LIMITED PARTNERSHIP ANNUAL REPORT
Due By May 1, 2005

FILED

05 JUN 21 AM 11:05
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

BSR



DOCUMENT # A00000000048		
1. Entity Name SECOND FAIRGROUNDS ASSOCIATES LTD.		

Principal Place of Business C/O THE GOODMAN COMPANY 777 SOUTH FLAGLER DRIVE, SUITE 1101E WEST PALM BEACH, FL 33401		Mailing Address C/O THE GOODMAN COMPANY 777 SOUTH FLAGLER DRIVE, SUITE 1101E WEST PALM BEACH, FL 33401
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2. Principal Place of Business		3. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country

04142005 Chg-LP CR2E003 (10/03)

4. FEI Number 65-1039434	Applied For Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	

6. Name and Address of Current Registered Agent SHEWALTER, WILLIAM C/O THE GOODMAN COMPANY 777 SOUTH FLAGLER DRIVE WEST PALM BEACH, FL 33401		7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City FL Zip Code	
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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 _____
 Signature, typed or printed name of registered agent and title if applicable.

9. Capital Contributions as Shown on record. 579,327	10. Amount of Capital Contributions in FLORIDA to date. 579,327
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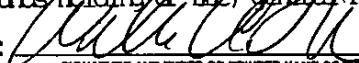
A GENERAL PARTNER THAT IS A BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.
NOTE: General Partners MAY NOT be changed on the form; an amendment must be filed to change a general partner.

12. GENERAL PARTNER INFORMATION		13. ADDRESS CHANGES ONLY	
DOCUMENT # NAME STREET ADDRESS CITY-ST-ZIP	M03000002397 SECOND FAIRGROUNDS HOLDING GP LLC 777 SOUTH FLAGLER DRIVE WEST PALM BEACH, FL 33401	STREET ADDRESS	
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STAPLE CHECK HERE

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.

Second Fairgrounds Holding GP LLC, General Partner, by: Goodman Properties Inc., its manager

SIGNATURE: 

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING GENERAL PARTNER

4/30/05

561-833-3777

Daytime Phone #

William A. Shewalter, Vice President