



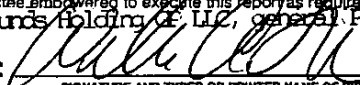
2005 LIMITED PARTNERSHIP ANNUAL REPORT
Due By May 1, 2005

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

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					
2. Principal Place of Business Suite, Apt. #, etc.		3. Mailing Address Suite, Apt. #, etc.		04142005 Chg-LP CR2E003 (10/03)	
City & State		City & State		4. FEI Number 65-1039434	
Zip		Country		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	
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 _____ <small>Signature, typed or printed name of registered agent and title if applicable.</small>					
9. Capital Contributions as Shown on record. 579,327		10. Amount of Capital Contributions in FLORIDA to date. 579,327			
<p align="center">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.</p>					
12. GENERAL PARTNER INFORMATION				13. ADDRESS CHANGES ONLY	
DOCUMENT #	M03000002397			STREET ADDRESS	
NAME	SECOND FAIRGROUNDS HOLDING GP LLC			CITY-ST-ZIP	
STREET ADDRESS	777 SOUTH FLAGLER DRIVE				
CITY-ST-ZIP	WEST PALM BEACH, FL 33401				
DOCUMENT #				STREET ADDRESS	
NAME				CITY-ST-ZIP	
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CITY-ST-ZIP					

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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

Date

Daytime Phone #

STAPLE CHECK HERE

William A. Shewalter, Vice President