

**2005 LIMITED PARTNERSHIP ANNUAL REPORT**  
**Due By May 1, 2005**

FILED

2005 APR 28 PM 1:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



<b>DOCUMENT # A04000000469</b>		
1. Entity Name FC RESORT, LTD.		

Principal Place of Business 3470 CLUB CENTER BLVD. C/O GULF BAY MANAGEMENT, INC. NAPLES, FL 34114-0816	Mailing Address 3470 CLUB CENTER BLVD. C/O GULF BAY MANAGEMENT, INC. NAPLES, FL 34114-0816
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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

01062005 Chg-LP CR2E003 (10/03)

4. FEI Number <b>34-2024546</b>	Applied For <input type="checkbox"/> Not Applicable
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5. Certificate of Status Desired <input checked="" type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
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6. Name and Address of Current Registered Agent  WOODWARD, MARK J 3200 TAMiami TRAIL NORTH, SUITE 600 C/O WOODWARD, PIRES & LOMBARDO, P.A. NAPLES, FL 33410	7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City <b>FL</b> 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 _____ <small>Signature, typed or printed name of registered agent and title if applicable.</small>	DATE _____
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9. Capital Contributions as Shown on record. <b>\$38,000,000.00</b>	10. Amount of Capital Contributions in FLORIDA to date. <b>1,800,886</b>
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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	M02000003117 FC RESORT, LLC 3470 CLUB CENTER BLVD. NAPLES, FL 341140816	STREET ADDRESS CITY - ST - ZIP	
DOCUMENT # NAME STREET ADDRESS CITY - ST - ZIP		STREET ADDRESS CITY - ST - ZIP	<b>000054928060</b> <b>05/23/05--01005--007 **535.00</b>
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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

SIGNATURE: <i>Aubrey J. Ferraro</i>	Date: <b>4/25/05</b>	Daytime Phone #: <b>(239) 732-9400</b>
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SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING GENERAL PARTNER

*AUBREY J. FERRARO*