

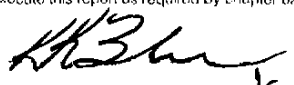


FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
1. Name of Limited Partnership		1a. DOCUMENT # A06161	
GLOUCESTER REALTY ASSOCIATES, A LIMITED PARTNERSHIP			
Mailing Address 4915 BAYMEADOWS ROAD JACKSONVILLE FL 32217		Principal Office Address 4915 BAYMEADOWS ROAD JACKSONVILLE FL 32217	
2. Mailing Address		2a. Principal Office Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip Country		Zip Country	
3. Date Formed or Registered 12/16/1977		5a. Capital Contributions as Shown on record \$50,000.00	
3a. Date of Last Report 09/23/1996		5b. Amount of Capital Contributions in FLORIDA to date:	
4. State or Country of Formation NY		6. FEI Number 13-2917372 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
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)	
9. Name and Address of Current Registered Agent HANSEN, LUCILLE M. 10977 RALEY CREEK DR. SOUTH JACKSONVILLE FL 32225		10. If changed, new Registered Agent/Office Name: Street Address (P.O. Box Number Is Not Acceptable): Suite, Apt. #, etc.: City: FL Zip Code:	
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
BELCHER, KERRY K	1600 REEF VIEW CIRCLE	CORONA DEL MAR CA 300002319523--0 -10/13/97--01149--001 ****462.50 ****462.50 dec (csw)	
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 9-10-97 (904) 739-1038	
Typed or Printed Name of General Partner Signing Form Kerry K Belcher		Daytime Telephone Number	

CR2E003 (6/97)