FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP

WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE								
LIMITED PARTNERSHIP ANNUAL REPORT 1999	FLORIDA DEPARTMENT OF STATI Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS			FILED 98 NOV 20 AM II: 38				
1. Name of Limited Partnership	1a. DOCUMENT # A10927			SECRETARY STATE TALLAHASSEE, FLORIDA				
PARAGON PLAZA TWO, LTD.								
Mailing Address	Principal Office Address			3. Date Formed or Registered 5a. Capital Contributions as Shown on record.				
10000 N. CENTRAL EXPWY#1150 DALLAS TX 75231	10000 N. CENTRAL EXPWY#1150 DALLAS TX 75231			08/04/1981 3a. Date of Last Rej	81 \$125.00			
			}	12/05/1997		5b. Amou Contri to date	nt of Capital butions in FLORIDA	
2. Mailing Address	2a. Principal Office Address			4. State or Country of	remation	10 4210.		
Suite, Apt. #, etc.	Sulte, Apt. #, etc.			6. FEI Number Applied For				
City & State	City & State			75-2502179 7. Certificate of Statu	s Dosired		\$8.75 Additional	
Zip Country	Zip Country			7 - Certificate of Status Desired \$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 10. If changed, new Registered Agent/Office								
Name								
BEARD, RICHARD A III 100 N. TAMPA ST., SUITE 3175			ess (P.O. Bax Number Is Not Acceptable)					
TAMPA FL 33602	Suite, Apt. #, etc.			, etc.				
				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.								
A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY								
	BE REGISTERED AND	ACTIV	E WIT	H THIS OFF	ICE.	, 	Registration/	
11. Name(s) of General Partner(s)	11a. (Do NOT Use Post Office Box	Numbers)	11b.	City, State & Zip C	ode	11c.	Document Number	
PARAGON PLAZA ASSOCIATES TWO	10000 N. CENTRAL EXPW		DALLAS TX 75231			A10926		
			000002 6 960 -11/24/9801 ****150,00				1203 1099035 ****150.00	
				AL	NOV 2	0 1998	, and a second s	
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 produced by chapter 620, Florida Statutes.								

WRC Holdings, Inc. William R. Cooper, President November 2, 1998, (214) 360-1830