

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 31 PM 12:46

1. Name of Limited Partnership

1a. DOCUMENT #
A11245

TIERRA SANDS, LTD.



Mailing Address

P.O. BOX 3542
ST. PETERSBURG FL 33731-3542

Principal Office Address

360 CENTRAL AVENUE., SUITE 1500
ST. PETERSBURG FL 33701-1600

3. Date Formed or Registered

09/29/1981

5a. Capital Contributions as Shown on record

\$1,430,000.00

3a. Date of Last Report

12/30/1996

5b. Amount of Capital Contributions in FL ORIDA to date:

4. State or Country of Formation

FL

2. Mailing Address

Suite, Apt. #, etc.

City & State

Zip

Country

2a. Principal Office Address

Suite, Apt. #, etc.

City & State

Zip

Country

6. FEI Number

59-2173475

Applied For
 Not Applicable

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

SHELBY, GAIL
CORPORATION INFORMATION SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE FL 32301

10. If changed, now 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)

COUNSEL GROUP EQUITIES

11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)

360 CENTRAL AVE., SUI

11b. City, State & Zip Code

ST. PETERSBURG FL

11c. Registration/ Document Number

851132

800002400078-0
-01/14/98-01086-003
****541.25 ****541.25

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

PER: *[Signature]*

DATE OCT. 8, 1997

Typed or Printed Name of General Partner Signing Form

S. WEINTRAUB

Daytime Telephone Number

(416) 806-3058

CR2E003 (6/97)