

WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 29 AM 10:46



1. Name of Limited Partnership
TIERRA SANDS, LTD.

1a. DOCUMENT #
A11245

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
2. Mailing Address Suite, Apt. #, etc. City & State Zip Country	2a. Principal Office Address 200 Central Avenue Suite 1600 City & State St. Petersburg, FL Zip Country 33701 USA	3a. Date of Last Report 12/31/1997	5b. Amount of Capital Contributions in FLORIDA to date:
		4. State or Country of Formation FL	
		6. FEI Number 59-2173475	<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 SHELBY, GAIL CORPORATION INFORMATION SERVICES, INC. 1201 HAYS STREET TALLAHASSEE FL 32301	10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City
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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
COUNSEL GROUP EQUITIES, LTD., CORP.	360 CENTRAL AVE., SUITE Exchange Tower Suite 1300 1 First Canadian Place	ST. PETERSBURG FL Toronto, Ontario M5X 1E3	851132

BK 12/29/98

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 S. WEINTRAUB DATE Dec 22/98
Typed or Printed Name of General Partner Signing Form _____ Daytime Telephone Number (407) 806-3058

CR2E003 (8/98)