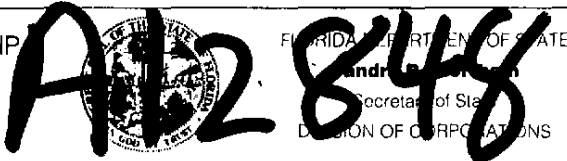


FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT
TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1998



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JAN 12 PM 3: 56

BK 11/12/98

1. Name of Limited Partnership Woodwinds Associates, Ltd.		1a. DOCUMENT # A12848	
Mailing Address Principal Office Address		3. Date Formed or Registered 7/14/82	5a. Capital Contributions as Shown on record 874,175
2. Mailing Address 75 Central Street Suite, Apt. #, etc.		3a. Date of Last Report 12/31/96	5b. Amount of Capital Contributions in FLORIDA to date: 0
City & State Boston, MA		4. State or Country of Formation GA	6. FEI Number 04-2771156 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip 02109 Country		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)
2a. Principal Office Address 1800 Woodwinds Dr. Suite, Apt. #, etc.			
City & State Bradenton, FL			
Zip 34208 Country			

9. Name and Address of Current Registered Agent T. Gene Lockard c/o Woodwinds Apartments 1800 Woodwinds Drive Bradenton, FL 34208		10. If changed, new Registered Agent/Office Name C T Corporation System Street Address (P.O. Box Number Is Not Acceptable) 1200 South Pine Island Road Suite, Apt. #, etc. City Plantation FL Zip Code 33324	
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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) *Patricia A. Canario* PATRICIA A. CANARIO,
SPECIAL ASSISTANT SECRETARY 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
Continental Wingate Company of Georgia, Inc.	3833 Peachtree Road	Atlanta, GA	856051
Wingate Development Corp.	75 Central Street	Boston, MA	856052
Schuster, Gerald	132 Yarmouth Road	Chestnut Hill, MA	01095-005
Dukess, A. Carleton	79 Lansdowne Drive	Larchmont, NY	10563-156.25
Benjamin Polishook	31 Broker Tree Rd.	Newton, MA	02459-156.25

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 *Joanne L. Marinelli* DATE 12/31/97

Typed or Printed Name of General Partner Signing Form Joanne L. Marinelli, Asst. Clerk Daytime Telephone Number

CR2E003 (6/97)