

**FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP  
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP  
ANNUAL REPORT  
**1997**



FLORIDA DEPARTMENT OF STATE  
**Sandra Morham**  
Secretary of State  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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|                                      |                                 |
|--------------------------------------|---------------------------------|
| 1. Name of Limited Partnership       | 1a. DOCUMENT #<br><b>A14972</b> |
| <b>QUAILS BLUFF ASSOCIATES, LTD.</b> |                                 |

|  |   |   |   |
|--|---|---|---|
| Mailing Address<br><b>%QUAILS BLUFF, INC.<br/>400 E. SOUTH STREET, #500<br/>ORLANDO FL 32801</b> | Principal Office Address<br><b>%QUAILS BLUFF, INC.<br/>400 E. SOUTH STREET, #500<br/>ORLANDO FL 32801</b> | 3. Date Formed or Registered<br><b>07/21/1983</b>   | 5a. Capital Contributions as Shown on record.<br><b>\$600,000.00</b>  |
| 2. Mailing Address   | 2a. Principal Office Address  | 3a. Date of Last Report<br><b>04/02/1996</b>  | 5b. Amount of Capital Contributions in FLORIDA to date:<br><b>600,000.00</b>                                    |
| Suite, Apt. #, etc.  | Suite, Apt. #, etc.   | 4. State or Country of Formation<br><b>FL</b>   | 6. FEI Number<br><b>59-2306724</b> <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable |
| City & State   | City & State  | 7. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b> | 8. Make check payable to: Dept. of State (See reverse side for fee information)                                 |
| Zip Country  | Zip Country   |   |   |

|   |  |
|---|--|
| 9. Name and Address of Current Registered Agent<br><b>HARTMAN, JAMES A ESQ.<br/>400 EAST SOUTH STREET<br/>SUITE 500<br/>ORLANDO FL 32801</b>  | 10. If changed, new Registered Agent/Office<br>Name<br>Street Address (P.O. Box Number is Not Acceptable)<br>Suite, Apt. #, etc.<br>City<br><b>FL</b> 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  |
|-----------------------------------|---|-----------------------------|--|
| <b>QUAILS BLUFF, INC.</b>         | <b>400 E. SOUTH ST. STE</b>   | <b>ORLANDO FL</b>           | <b>M80807</b>  |
| <b>SENEFF, JAMES M JR.</b>        | <b>400 E. SOUTH ST. STE</b>   | <b>ORLANDO FL</b>           |  |
| <b>BOURNE, ROBERT A</b>           | <b>400 E. SOUTH ST. STE</b>   | <b>ORLANDO FL</b>           | <b>000002065623--4</b><br><b>-01/23/97--01015--003</b><br><b>****541.25 ****541.25</b><br><i>New Fee</i><br><b>KWM</b> |

**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 **1/7/97**  
Typed or Printed Name of General Partner Signing Form **ROBERT A. BOURNE** Daytime Telephone Number **407-422-1574**

CR2E003 (6/96)