

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

LIMITED PARTNERSHIP ANNUAL REPORT 1998		 <p>FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS</p>		<p>FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 97 DEC 18 PM 12:53</p>	
1. Name of Limited Partnership NORTHGATE PARTNERS, LTD.		1a. DOCUMENT # A19699			
Mailing Address P.O. BOX 11229 KNOXVILLE TN 37939		Principal Office Address % REALTY MANAGEMENT COMPANY 5410 HOMBERG DR. KNOXVILLE TN 37909-37919		3. Date Formed or Registered 04/15/1985 3a. Date of Last Report 12/31/1996 4. State or Country of Formation FL 6. FEI Number 62-1234834 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)	
2. Mailing Address Suite, Apt. #, etc. City & State Zip Country		2a. Principal Office Address Suite, Apt. #, etc. City & State Zip Country		5a. Capital Contributions as Shown on record. \$345,000.00 5b. Amount of Capital Contributions in FLORIDA to date:	
9. Name and Address of Current Registered Agent WALTERS, CLIFFORD L 802 11TH ST W. BRADENTON FL 34205		10. If changed, new 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) LEVIN, RICHARD		11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 7646 N. LOCKWOOD RIDG		11b. City, State & Zip Code SARASOTA FL 34243	
11c. Registration/Document Number 700002381847-2 -12/24/97-01045-003 *****541.25 *****541.25		dec			
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 <i>Richard Levin</i>		DATE 12/4/97			
Typed or Printed Name of General Partner Signing Form		Daytime Telephone Number			

CR02003 (6/97)