



**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 Mortham Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 96 DEC 23 AM 9: 32 <i>mtu</i> <div style="text-align: right;">12/30</div> 	
1. Name of Limited Partnership FPI PALENCIA, LTD.		1a. DOCUMENT # <div style="font-size: 1.5em; font-weight: bold;">A24303</div>			
Mailing Address 5400 POPLAR AVE. MEMPHIS TN 38119		Principal Office Address 5400 POPLAR AVE. MEMPHIS TN 38119		3. Date Formed or Registered 03/23/1987 3a. Date of Last Report 12/20/1995 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		5a. Capital Contributions as Shown on record. <div style="font-size: 1.2em; font-weight: bold;">\$10.00</div> 5b. Amount of Capital Contributions in FLORIDA to date <div style="font-size: 1.5em;">0</div> 6. FEI Number 62-1346474 <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 C T CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324	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) FOGELMAN ENTERPRISES, L.P.	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 5400 POPLAR AVE.	11b. City, State & Zip Code MEMPHIS TN	11c. Registration/Document Number A25022
<div style="font-family: monospace; font-size: 1.2em;"> 700002042177--5 -12/31/96--01058--002 ****191.25 ****191.25 </div>			

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 *12/16/96*
By: Fogelman Enterprises, L.P., its General Partner
By: Fogelman Limited Partnership, its General Partner
By: Fogelman Properties, Inc., its General Partner
 Typed or Printed Name of General Partner Signing Form *John A. Randle, III, its GVP* Daytime Telephone Number *(901) 767-6500*