

**FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP
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
99 JAN -5 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



1. Name of Limited Partnership
SUNSET BEACH DEVELOPMENT COMPANY AT BLUEWATER BAY, LTD.

1a. DOCUMENT #
A26897

Mailing Address P.O. BOX 5277 - BLUEWATER STA. 4502 HIGHWAY 20 EAST NICEVILLE FL 32578	Principal Office Address P.O. BOX 5277 - BLUEWATER STA. 4502 HIGHWAY 20 EAST NICEVILLE FL 32578	3. Date Formed or Registered 08/15/1988	5a. Capital Contributions as Shown on record. \$3,500,000.00
2. Mailing Address	2a. Principal Office Address	3a. Date of Last Report 01/05/1998	5b. Amount of Capital Contributions in FLORIDA to date:
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. State or Country of Formation FL	<input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable
City & State	City & State	6. FEI Number 59-2897528	
Zip	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)

9. Name and Address of Current Registered Agent HERDEN, RAIMUND 4502 HIGHWAY 20 NICEVILLE FL 32578	10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. MC 1120 City FL Zip Code
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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
HERDEN, RAIMUND	4502 HIGHWAY 20	NICEVILLE FL	800002752218--6 -01/22/99--01113--020 ****526.25 ****526.25

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 *Raimund Herden* DATE 12/30/98
 Typed or Printed Name of General Partner Signing Form RAIMUND HERDEN Daytime Telephone Number 858-897-7777

CR2E003 (8/98)