

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

1 LIMITED PARTNERSHIP ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra Mortham Secretary of State DIVISION OF CORPORATIONS

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 OCT 25 PM 4:29

1. Name of Limited Partnership ARCTIC PARTNERS, LTD.	1a DOCUMENT # A27696
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2. Mailing Address ONE ENTERPRISE CENTER 225 WATER STREET, SUITE 1987 JACKSONVILLE FL 32202	2a. Principal Office Address ONE ENTERPRISE CENTER 225 WATER STREET, SUITE 1987 JACKSONVILLE FL 32202	3. Date First Registered 01/03/1989 3a. 10/30/1995 or later	5a. Capital Contributions as of 10/30/1995 \$50,000,000.00 5b. Amount of Capital Contributions in FLORIDA to date 20,000,000
4. State or Country of Formation FL	6. 59-2922225	<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 F & L CORP. 200 LAURA STREET JACKSONVILLE FL 32202	10. If changed, new Registered Agent/Office Name _____ Street Address (P.O. Box Number Is Not Acceptable) _____ Suite, Apt. #, etc. _____ City _____ State 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
BERG, GILCHRIST B.	225 WATER STREET, #19	JACKSONVILLE FL	M66186
WATER STREET FUTURES	225 WATER STREET, #19	JACKSONVILLE FL	
BRADBURY, ROBIN P.	255 WATER STREET, #19	JACKSONVILLE FL	
MORGAN, J. P., JR.	225 WATER STREET, #19	JACKSONVILLE FL	

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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 on 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 _____ Typed or Printed Name of General Partner Signing Form Gilchrist B. Berg	DATE 9-13-96 Daytime Telephone Number 904-355-5959
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CR2E003 (6/96)