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

LIMITED PARTNERSHIP **ANNUAL REPORT** 1998



MIDLAND PROPERTIES LIMITED PARTNERSHIP II

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State DIVISION OF CORPORATIONS

1. Name of Limited Partnership

DOCUMENT # A28410

97 DEC 17 AM 10: 07



			S012/19						
Malling Address	Principal Office Address		3. Date Formed or Registered	5a. Capital Contributions as Shown on record.					
33 NORTH GARDEN AVENUE, SUITE 1200	33 NORTH GARDEN AVENUE. SUITE 1200 CLEARWATER FL 94616		05/30/1989						
CLEARWATER FL 34616			3a. Date of Last Report	\$924,000.00					
			12/26/1996	5b. Amount of Capital Contributions in FLORIDA					
2. Mailing Address	2a. Principal Office Address		4. State or Country of Formation	to date:					
Sulte, Apt. #, etc.	Suite, Apt. #, etc.		FL 6. FI Number						
City & State	City & State		59-2965299	Applied For Not Applicable					
			7. Certificate of Status Desired	F 3 \$8.75 Additional					
Zip Country 33755	7ip	Country	8. Make check neverto to: Dent. of	Fee Required State (See reverse side for fee information)					
33733	33755		OF MILKO CHOSK PAYAGO CO. Dept. Of	State (500 1040150 8100 IO) 100 BIOTHIA(O)()					
9. Name and Address of Current Registered Agent MIDLAND FINANCIAL HOLDINGS,INC. 33 NORTH GARDEN AVENUE, SUITE 1200 CLEARWATER FL 84615		Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc							
							C·ty		FL 7ip Code 33755
					10a. Pursuant to the provisions of sections 620.1051 for the purpose of changing its registered office agent. I am familiar with, and accept the obligations. SIGNATURE (Registered Agent Accepting Appointment)	e or registored agent, or bulli, in the State of F lions of section 620.192, Florida Statutes.	ned limited partnershi lorida. Such change v	p organized or registered under the laws of the vas authorized by its general partner(s). I here	ne State of Florida, submits this statement oby accopt the appointment of registered
A GENERAL PARTNER THA	IT IS A CORPORATION, ST BE REGISTERED AN	LIMITED PA	ARTNERSHIP OR OTHE WITH THIS OFFICE.	R BUSINESS ENTITY					
11. Name(s) of General Partner(s)	11a. Address of Each Gene (Do NOT Use Post Office 8	LO- division	lb. Cily, State & Zip Code	11c. Registration/ Document Number					
MIDLAND EQUITY CORPORATION	33 NORTH GARDEN AVENU		CLEARWATER FL 84615	K22808					
			33755						
			000002 -12/23 ****\$	380750 6 79701070012 41.25 ****\$41.25					

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. \ do hereby certify that the information supplied with this filing is voluntarily fornished 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 tarn a General Partner of the limited partnership, receiver or trustee

DATE 12/9/97

Ray R. Mathis, President Daytime Telephone Number [(813) 461-4801