

**2ND NOTICE: 60 DAYS NOTICE OF INTENT TO REVOKE**  
 THIS LIMITED PARTNERSHIP WILL BE REVOKED IF REPORT IS NOT FILED BY APRIL 12, 1995

LIMITED PARTNERSHIP  
 ANNUAL REPORT  
**1996**



FLORIDA DEPARTMENT OF STATE  
 Santa B. ...  
 Secretary of State  
 DIVISION OF CORPORATIONS

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS

96 OCT 17 PM 1:07

1. Name of Limited Partnership  
 1a. DOCUMENT #  
**A29354**

SOUTHAMPTON INCOME FUND, LTD.

Mailing Address  
 242 N. WESTMONTE DRIVE  
 SUITE 102  
 ALTAMONTE SPRINGS FL 32714

Principal Office Address  
 242 N. WESTMONTE DRIVE  
 SUITE 102  
 ALTAMONTE SPRINGS FL 32714

4/14/95

DO NOT WRITE IN THIS SPACE.  
 2. New Mailing Address, If Applicable

Suite, Apt. #, etc.  
 City, State & Zip

2a. New Principal Office Address, If Applicable  
**700001985917--S**  
 Suite, Apt. #, etc. **-10/25/96--01045--003**  
**\*\*\*2152.50 \*\*\*2152.50**

3. Date Registered to Do Business in FLORIDA  
**12/13/1989**

3a. Date of Last Report  
**04/05/1994**

4. State or Country of Formation  
**FL**

5a. Capital Contributions as Shown on Record:  
**\$1,250,000.00**

5b. Amount of Capital Contributions in FLORIDA to date:

6. FEI Number  
**59-2977983**

Applied For  
 Not Applicable

7. **\$8.75 Additional Fee required for a Certificate of Status**

8. THE BASIC ANNUAL REPORT FILING FEE IS FIGURED AT THE RATE OF \$7.00 PER THOUSAND ON THE ACTUAL CAPITAL CONTRIBUTION PLUS A SUPPLEMENTAL FEE OF \$138.75 PURSUANT TO s.607.193, FLORIDA STATUTES. THE FEES SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75). For questions concerning fees, please call (904) 487-6056. Please submit your 1995 annual report with a check payable to the Department of State in U.S. funds through a U.S. bank.

9. Name and Address of Current Registered Agent  
**BRINK, HOWARD**  
**242 N. WESTMONTE DRIVE**  
**SUITE 102**  
**ALTAMONTE SPRINGS FL 32714**

10. If changed, new registered agent/office  
 Name  
**DAVID PHILLIPS**  
 Street address (P.O. Box Number, if Not Applicable)  
**250 CROWN OAK CENTRE**  
 Suite, Apt. #, etc.

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) David Phillips DATE 15 Oct 96

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Names of General Partner(s)  
**GIVENS, DICKS & SMITH**  
 now known as  
**UNITARY FINANCIAL ORGANIZATION, INC.**

Penalty - 1,000.00  
 AR - 875.00  
 SUPP - 277.50  
 CUS - 8.75  
**\$2,161.25**

11a. Address of Each General Partner(s) (Do NOT Use Post Office Box Numbers)  
**242 N. WESTMONTE DRIV**

11b. City and State  
**ALTAMONTE SPRINGS FL**

11c. Registration Document Number  
**M93505**  
**700001985917--S**  
**-10/25/96--01045--004**  
**\*\*\*\*\*8.75 \*\*\*\*\*8.75**

**REINSTATEMENT 1995-1996**  
 (BK) (OUS)

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 should 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 effect as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to do

SIGNATURE Charles J. Givens, Jr. DATE 15 Oct 96  
 Typed or Printed Name of General Partner Signing Form CHARLES J. GIVENS, JR. Telephone Number 407-332-7754

FROM : S.P.G. ENTERPRISES \*

PHONE NO. : 407 294 04 25

Oct. 18 1996 10:23AM F02

**MARK T. BLAKE, LL.M.**  
Professional Association  
Mark T. Blake  
Member of Florida and Texas State Bars

616 South Dillard Street  
Winter Garden, FL 34787

Phone: (407) 877-5486  
Telefax: (407) 877-5489

October 18, 1996

CSC Prontice Hall  
100 Hays Street  
Tallahassee, FL 32301

VIA FAX TO 904-222-0393

Re: Waterford Income Fund, Ltd.  
Southampton Income Fund, Ltd.

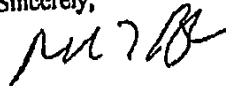
Dear Ms. Dunlap:

This letter is to confirm my telephone conversation with Customer Service at the Secretary of State, Division of Corporations. The reinstatements on the above named limited partnerships are being returned to you. It appears that, since the 1997 Annual Report is now due, the reinstatements were not processed, however, the State has agreed that you may resubmit them with a copy of this letter wherein we are confirming that the 1997 annual reports will be timely filed. I have included a copy of page 1 of a closing statement in connection with this real estate transaction indicating that the 1997 annual fees are being withheld from the proceeds of closing.

If there are any problems in resubmitting the reinstatements, please call me immediately. In my absence, please speak with Peggy Matte in my office.

Thank you for your attention to this matter.

Sincerely,



Mark T. Blake

MTB/pwm

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 17 PM 1:03