PILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

THE DE CONTROL OF THE				
LIMITED PARTNERSHIP ANNUAL REPORT 1999	FLORIDA DEPART Sandra B. Secretary DIVISION OF CO	Mortham of State	FILE	D
1. Name of Limited Partnership	1a. DOCUMENT # A31730		98 DEC 30 P SECRETARY O	-
MANATEE WOODS APARTMENTS, LIMITED PARTNERSHIF				
Mailing Address Principal Office Address		20	3. Date Formed or Registered	5a. Capital Contributions as Shown on record.
C/O BROAD AND CASSEL	CASSEL 1551 SANDSPUR RD. 99-51		07/03/1991	
P.O. BOX 4961	MAITLAND FL 32751		3a. Date of Last Report	\$6,708,472.00
ORLANDO FL 32802-4961			12/22/1997	5b. Amount of Capital Contributions in FLORIDA
2. Mailing Address 2a. Principal Office Address			4. State or Country of Formation	to date:
			FL	
Suite, Apt. #, etc. City & State	Suite, Apt. #, etc. City & State		6. FEI Number 59-3129489	Applied For Not Applicable
City & State	Only & Galle		7. Certificate of Status Desired	\$8.75 Additional
Zip Country	Zip	Country	8. Make check payable to: Dept. of St	Fee Required tate (See reverse side for fee information)
9. Name and Address of Current Registered Agent		10. If changed, new Registered Agent/Office Name		
B&C CORPORATE SERVICES OF CENTRAL FLA,INC. 390 NORTH ORANGE AVENUE ORLANDO FL 32801				
		Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc.		
10a. Pursuant to the provisions of sections 620.1051 and 62t for the purpose of changing its registered office or regist agent. I am familiar with, and accept the obligations of signature (Registered Agent Accepting Appointment)	tered agent, or both, in the State of Florida	limited partnership organ a. Such change was auth	ized or registered under the laws of the S orized by its general partner(s). I hereby	State of Florida, submits this statement accept the appointment of registered
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)	Address of Each General (Do NOT Use Post Office Box	Partner Numbers) 11b.	City, State & Zip Code	11c. Registration/ Document Number
CEN CAPITAL HOLDINGS II, LTD 2200 LUCIEN WAY, STE-		MAI	TLAND FL 32751	A93000000236
			9000027 -01/07/ ****52	7326892 9901009007 6.25 ****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 filling 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 flability 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 eath. 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.

empowered to execute this report as required by chapter 620, Floride Statutes.

CED Capital Holdings II Ltd.

By: CED Construction, inc., managing general partner

SIGNATURE

Typed or Printed Name of General Partner Signing Form

Tricia Doody, VP

__ Daytime Telephone Number_