
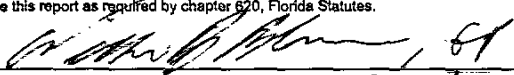


FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 DEC -7 PM 3:00	
1. Name of Limited Partnership BLACKBURN FUND, LTD.		1a. DOCUMENT # A31945			
Mailing Address 1600 SUNSHINE DRIVE CLEARWATER FL 34625		Principal Office Address 1600 SUNSHINE DRIVE CLEARWATER FL 34625		3. Date Formed or Registered 09/05/1991	
				5a. Capital Contributions as Shown on record. \$2,960,961.00	
				3a. Date of Last Report 04/10/1998	
2. Mailing Address		2a. Principal Office Address		5b. Amount of Capital Contributions in FLORIDA to date. 1,132,680	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. State or Country of Formation FL	
City & State		City & State		6. FEI Number 59-3048060 <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable	
Zip Country		Zip Country		7. Certificate of Status Desired <input checked="" 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 BLACKBURN, WILLIAM B 1600 SUNSHINE DRIVE CLEARWATER FL 34625				10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code	
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					
BLACKBURN, WILLIAM B		1600 SUNSHINE DRIVE		CLEARWATER FL 34625	
				000002712366--1 -12/15/98-01060--001 ****535.00 ****535.00	
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  DATE 12/03/98					
Typed or Printed Name of General Partner Signing Form William B. Blackburn Daytime Telephone Number (727) 446-9500					

CR2E003 (8/98)