

**2005 LIMITED PARTNERSHIP ANNUAL REPORT**  
**Due By May 1, 2005**

**FILED**  
**Mar 14, 2005 08:00 AM**  
**Secretary of State**

<b>DOCUMENT # A31952</b> 1. Entity Name <b>WINTER COUNTRY GARDEN ASSOCIATES, L.P., LTD.</b>					
Principal Place of Business <b>1551 SANDSPUR ROAD</b> <b>MAITLAND, FL 32751</b>			Mailing Address <b>% BROAD AND CASSEL</b> <b>P.O. BOX 4961</b> <b>ORLANDO, FL 32802-4961</b>		
2. Principal Place of Business Suite, Apt. #, etc.		3. Mailing Address Suite, Apt. #, etc.			
City & State		City & State		01072005    Chg-LP    CR2E003 (10/03)	
Zip                      Country		Zip                      Country		4. FEI Number <b>59-3163985</b>	
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required				Applied For Not Applicable	
6. Name and Address of Current Registered Agent  <b>B &amp; C CORPORATE SERVICES OF CENTRAL FL, INC</b> <b>390 NORTH ORANGE AVENUE, SUITE 1100</b> <b>ORLANDO, FL 32801</b>			7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City <b>FL</b> Zip Code		
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.					
SIGNATURE _____ DATE _____ <small>Signature, typed or printed name of registered agent and title if applicable.</small>					
9. Capital Contributions as Shown on record. <b>\$3,523,449.43</b>		10. Amount of Capital Contributions in FLORIDA to date.			
<b>A GENERAL PARTNER THAT IS A BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.</b> <b>NOTE: General Partners MAY NOT be changed on the form; an amendment must be filed to change a general partner.</b>					
<b>12. GENERAL PARTNER INFORMATION</b>			<b>13. ADDRESS CHANGES ONLY</b>		
DOCUMENT #	A92000000009		STREET ADDRESS		
NAME	CED CAPITAL HOLDINGS I, LTD.		CITY-ST-ZIP		
STREET ADDRESS	1551 SANDSPUR ROAD		STREET ADDRESS		
CITY-ST-ZIP	MAITLAND, FL 32751		CITY-ST-ZIP		
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14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a General Partner of the limited partnership or the receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.					
SIGNATURE: <i>BY CED CAPITAL HOLDINGS I, LTD, general partner</i> <i>BY CED CONSTRUCTION, INC, its general partner</i>			3/9/05    407/741-8502		
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING GENERAL PARTNER <b>MICHAEL J. SCIARRINO, PRES.</b>					

STAPLE CHECK HERE