

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

FILED

03 FEB 26 PM 2:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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| LIMITED PARTNERSHIP ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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| 1. Name of Limited Partnership FENNVILLE HOLDINGS, LTD. | 1a. DOCUMENT # A32108 |
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| 2. Mailing Address 701 BRICKELL AVE SUITE 850 MIAMI FL 33131 | 2a. Principal Office Address 701 BRICKELL AVE SUITE 850 MIAMI FL 33131 | 3. Date Formed or Registered 10/15/1991 | 5a. Capital Contributions as Shown on record. \$10,000.00 |
| Suite, Apt. #, etc. | Suite, Apt. #, etc. | 3a. Date of Last Report 03/05/1997 | 5b. Amount of Capital Contributions in FLORIDA to date: |
| City & State | City & State | 4. State or Country of Formation FL | |
| Zip | Zip | 6. FEI Number 65-0291643 | <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable |
| Country | Country | 7. Certificate of Status Desired | <input 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

HUDSON, ROBERT F., JR.
C/O BAKER & MCKENZIE
701 BRICKELL AVENUE, SUITE 1800 - (RFH)
MIAMI, FL FL 33131

10. If changed, new Registered Agent/Office

Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City

988882447579-1
-03/05/98--01004--016
2420.00 FL **173.75

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.

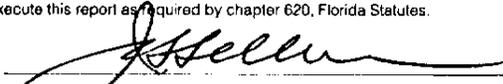
SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

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 |
|-----------------------------------|---|-----------------------------|-----------------------------------|
| FENNVILLE HOLDINGS, INC. | 701 BRICKELL AVE., SU | MIAMI FL 33131 | S81803 |
| FENNVILLE HOLD., LTD. CO | 4 COLUMBUS CENTER | ROAD TOWN, TORT, BV | P35927 |

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 February 16, 1998
 Typed or Printed Name of General Partner Signing Form John S. Sullivan, Secretary of Daytime Telephone Number 305- 381-8340

CR2E003 (6/97)