

**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
99 FEB 23 PM 1:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



1. Name of Limited Partnership FENNVILLE HOLDINGS, LTD.	1a. DOCUMENT # A32108
--	--

Mailing Address 701 BRICKELL AVE SUITE 850 MIAMI FL 33131	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
2. Mailing Address Suite, Apt. #, etc. City & State Zip Country	2a. Principal Office Address Suite, Apt. #, etc. City & State Zip Country	3a. Date of Last Report 02/26/1998	5b. Amount of Capital Contributions in FLORIDA to date
		4. State or Country of Formation FL	6. FEI Number 65-0291643
		7. Certificate of Status Desired <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable	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 1600 - (RFH) MIAMI, FL FL 33131	10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) 1200 Brickell Avenue Suite, Apt. #, etc. 19th Floor City Miami Zip Code FL 33131
---	--

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) FENNVILLE HOLDINGS, INC. FENNVILLE HOLD., LTD. CO	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 701 BRICKELL AVE., SU 4 COLUMBUS CENTER	11b. City, State & Zip Code MIAMI FL 33131-2851 ROAD TOWN, TORT, BV	11c. Registration/Document Number S81603 P35927 700002793617-1 -03/03/99-01059-012 ***2398.25 ***158.75
--	--	--	---

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

2-19-99

Typed or Printed Name of General Partner Signing Form

John S. Sullivan

Daytime Telephone Number (305) 381-8340

CR2E003 (8/98)