


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

<b>LIMITED PARTNERSHIP ANNUAL REPORT 1999</b>		 <b>FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS</b>		<b>FILED</b> 98 DEC 22 AM 11:34 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<b>1. Name of Limited Partnership</b>  TWIN OAKS VILLAS, LTD.		<b>1a. DOCUMENT #</b> <b>A33034</b>			
<b>Mailing Address</b>  450 CHALLENGER RD CAPE CANAVERAL FL 32920		<b>Principal Office Address</b>  450 CHALLENGER RD CAPE CANAVERAL FL 32920		<b>3. Date Formed or Registered</b> 06/08/1992 <b>3a. Date of Last Report</b> 12/15/1997 <b>4. State or Country of Formation</b> FL	
<b>2. Mailing Address</b>  Suite, Apt. #, etc.  City & State  Zip Country		<b>2a. Principal Office Address</b>  Suite, Apt. #, etc.  City & State  Zip Country		<b>5a. Capital Contributions as Shown on record.</b> \$1,801,000.00 <b>5b. Amount of Capital Contributions in FLORIDA to date:</b> <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable <b>7. Certificate of Status Desired</b> <input checked="" type="checkbox"/> \$8.75 Additional Fee Required <b>8. Make check payable to: Dept. of State (See reverse side for fee information)</b>	
<b>9. Name and Address of Current Registered Agent</b>  POPP, GREGORY A ESQ 450 CHALLENGER RD CAPE CANAVERAL FL 32920		<b>10. If changed, new Registered Agent/Office</b> Name: Michael A. Harlan Street Address (P.O. Box Number Is Not Acceptable): 450 Challenger Road Suite, Apt. #, etc.: City: Cape Canaveral FL Zip Code: 32920			
<b>10a.</b> 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) <u>M. A. Harlan</u> DATE <u>12/15/98</u>					
<b>A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.</b>					
<b>11. Name(s) of General Partner(s)</b>  HERITAGE PARTNRS GRP, INC		<b>11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)</b>  450 CHALLENGER RD		<b>11b. City, State &amp; Zip Code</b>  CAPE CANAVERAL FL 329	
<b>11c. Registration/Document Number</b>  V24984		100002739151--4 -01/13/99--01021--016 *****535.00 *****535.00  AL JAN 6 - 1999			
<b>Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.</b>					
<b>12.</b> 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 <u>Jacqueline McPhillips</u> DATE <u>12/15/98</u> Typed or Printed Name of General Partner Signing Form <u>Jacqueline McPhillips</u> Daytime Telephone Number <u>(407) 799-4090</u>					

CR2E003 (8/98)