


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

LIMITED PARTNERSHIP ANNUAL REPORT 1999		 <p>FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS</p>	
1. Name of Limited Partnership 404 Investment, Ltd.		1a. DOCUMENT # A92000000201	
Mailing Address 404 Washington Ave. Suite 120 Miami Beach, FL 33139		Principal Office Address 404 Washington Ave. Suite 120 Miami Beach, FL 33139	
2. Mailing Address Suite, Apt. #, etc. City & State Zip Country		2a. Principal Office Address Suite, Apt. #, etc. City & State Zip Country	
3. Date Formed or Registered 12/24/92		5a. Capital Contributions as Shown on record \$14,243,511.21	
3a. Date of Last Report 2/11/98		5b. Amount of Capital Contributions in FLORIDA to date \$14,243,511.21	
4. State or Country of Formation FL		6. FEI Number 65-0403066	
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) FF \$526.25	
9. Name and Address of Current Registered Agent Threatt, Robert R. 404 Washington Ave. Suite 120 Miami Beach, FL 33139		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 the 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) 404 Investcorp, Inc.	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 404 Washington Ave. Suite 120	11b. City, State & Zip Code Miami Beach, FL 33139	11c. Registration/Document Number P9400007402 (8)
5000027955175--3 -03/05/93--01057--003 ***526.25 ***526.25 3/4			
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 <i>Robert R. Threatt</i> Typed or Printed Name of General Partner Signing Form Robert R. Threatt		DATE 1/19/99 Daytime Telephone Number 305-532-3073	

CR2E003 (8/98)