

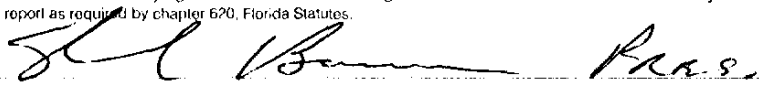


FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT  
TO REVOCATION AND \$500 PENALTY FEE

<b>LIMITED PARTNERSHIP ANNUAL REPORT 1998</b>		 <b>FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS</b>		<b>FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 97 OCT -3 PM 4: 00</b>	
<b>1. Name of Limited Partnership</b>		<b>1a. DOCUMENT # A93000000140</b>			
<b>GAINESVILLE STAR ASSOCIATES, LTD.</b>					
<b>Mailing Address</b> 1532 DUNWOODY VILLAGE PKWY STE 150 ATLANTA GA 30338		<b>Principal Office Address</b> 1532 DUNWOODY VILLAGE PKWY STE 150 ATLANTA GA 30338		<b>3. Date Formed or Registered</b> 02/08/1993	
<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>3a. Date of Last Report</b> 12/23/1996	
				<b>4. State or Country of Formation</b> FL	
				<b>5a. Capital Contributions as Shown on record</b> \$100.00	
				<b>5b. Amount of Capital Contributions in FL ORIDA to date:</b>	
				<b>6. FEI Number</b> 58-2024644	
				<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				<b>7. Certificate of Status Desired</b> <input 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> C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				<b>10. If changed, now Registered Agent/Office</b> Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code	
				10/06/97-01164-016 ****156.25 ****156.25 FL	
<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) _____ DATE _____					
<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>		<b>11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)</b>		<b>11b. City, State &amp; Zip Code</b>	
AMERICAN STAR PROPERTIES, IN		1532 DUNWOODY VILLAGE		ATLANTA GA 30338	
				<b>11c. Registration/ Document Number</b> F93000000168	
				OR 10-3	
<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  DATE 9/24/97					
Typed or Printed Name of General Partner Signing Form _____ Daytime Telephone Number _____					

CR2E003 (6/97)