

FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 31 PM 4:08

11/4



1. Name of Limited Partnership MANATEE POND, LTD.	1a. DOCUMENT # A93000000426
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Mailing Address 101 GEORGE KING BLVD CAPE CANAVERAL FL 32920	Principal Office Address 101 GEORGE KING BLVD CAPE CANAVERAL FL 32920
2. Mailing Address 450 Challenger Road Suite, Apt #, etc. City & State Zip Country	2a. Principal Office Address 450 Challenger Road Suite, Apt #, etc. City & State Zip Country

3. Date Formed or Registered 04/21/1993	5a. Capital Contributions as Shown on record \$1,000.00
3a. Date of Last Report 12/26/1995	5b. Amount of Capital Contributions in FLORIDA to date:
4. State or Country of Formation FL	6. FEI Number 59-3176352 <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable
7. Certificate of Status Desired <input checked="" 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 POPP, GREGORY A ESQ 101 GEORGE KING BLVD CAPE CANAVERAL FL 32920	10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) 450 Challenger Road Suite, Apt #, etc. City FL Zip Code
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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 December 19, 1996

**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) HERITAGE PARTNERS GROUP VII MEMPHIS AREA COMMUNITY DEVEL	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 101 GEORGE KING BLVD 5404 FIRST ST., SUITE 450 Challenger Road	11b. City, State & Zip Code CAPE CANAVERAL FL 329 BRADENTON FL 34205	11c. Registration/ Document Number P93000075715 N16583
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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 600, Florida Statutes.

SIGNATURE *Jacqueline McPhillips*
Typed or Printed Name of General Partner Signing Form: **Jacqueline McPhillips**

DATE 12/29/96
Daytime Telephone Number 407-399-4080

CR2E003 (6/96)