

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

LIMITED PARTNERSHIP
ANNUAL REPORT
1998



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

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



1. Name of Limited Partnership PIONEER PROPERTIES, LTD.		1a. DOCUMENT # A93000000622 98-PR cm	
Mailing Address 604 COURTLAND STREET, STE. 138 ORLANDO FL 32804-1318		Principal Office Address 604 COURTLAND STREET, STE. 138 ORLANDO FL 32804-1318	
2. Mailing Address		2a. Principal Office Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip Country		Zip Country	
3. Date Formed or Registered 06/14/1993		5a. Capital Contributions as Shown on record \$2,069,100.00	
3a. Date of Last Report 01/07/1997		5b. Amount of Capital Contributions in FLORIDA to date: \$2,336,400 -	
4. State or Country of Formation FL		6. FEI Number 59-3190279 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
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)	

9. Name and Address of Current Registered Agent RAX CO. 50 N. LAURA ST. 3400 BARNETT CENTER JACKSONVILLE FL 32202		10. If changed, new Registered Agent/Office Name: MOTOLAW INC Street Address (P.O. Box Number Is Not Acceptable): 1301 RIVERPLACE BOULEVARD Suite, Apt. #, etc.: SUITE 1301 City: JACKSONVILLE FL Zip Code: 32207	
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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):

Peter Hansen, as President

DATE: 12-23-97

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) PIONEER PROPERTIES ACQUISITION	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 604 COURTLAND STREET,	11b. City, State & Zip Code ORLANDO FL	11c. Registration/Document Number P93000041797
8000002401508--5 -01/15/98--01048--020 ****541.25 ****541.25			

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

[Signature]

J. V. VAGHIA - VICE PRESIDENT OF PIONEER

DATE: Dec 12, 1997

Typed or Printed Name of General Partner Signing Form: PROPERTIES ACQUISITION INC.

Daytime Telephone Number:

CP2E003 (6/97)