



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

LIMITED PARTNERSHIP ANNUAL REPORT <b>1998</b>		 FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS  97 OCT -3 AM 11:27  	
1. Name of Limited Partnership  <b>PERI PROCTOR &amp; ASSOCIATES, LTD.</b>		1a. DOCUMENT # <b>A93000000851</b>			
Mailing Address <del>1600 GYPRESS CREEK ROAD</del> <del>NO. 400</del> <del>FORT LAUDERDALE FL 33309</del>		Principal Office Address <del>1600 GYPRESS CREEK ROAD</del> <del>NO. 400</del> <del>FORT LAUDERDALE FL 33309</del>		3. Date Formed or Registered <b>08/11/1993</b> 3a. Date of Last Report <b>11/25/1996</b>	
2. Mailing Address <b>2400 N. FL. Mango Rd.</b> Suite, Apt. #, etc.		2a. Principal Office Address <b>2400 N. FL. Mango Rd.</b> Suite, Apt. #, etc.		4. State or Country of Formation <b>FL</b>	
City & State <b>W. Palm Bch, FL</b> Zip <b>33409</b>		City & State <b>W. Palm Bch, FL</b> Zip <b>33409</b>		5a. Capital Contributions as Shown on record. <b>\$5,000.00</b> 5b. Amount of Capital Contributions in FLORIDA to date:	
9. Name and Address of Current Registered Agent <b>REED AND COMPANY, CHARTERED</b> <b>1300 N. FEDERAL HIGHWAY, #102</b> <b>BOCA RATON FL 33432</b>		10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) <b>399 W. Palmetto Park Rd</b> Suite, Apt. #, etc. <b>206</b> City <b>Boca Raton</b>			
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 _____					
<b>A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.</b>					
11. Name(s) of General Partner(s)  <b>PROCTOR ENTERPRISES, INC.</b>		11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) <del>1600 GYPRESS CREEK RD</del> <b>2400 N. FLORIDA Mango Rd</b>		11b. City, State & Zip Code <del>FORT LAUDERDALE FL 33</del> <b>W. Palm Bch, FL</b> <b>33409</b>	
11c. Registration/Document Number <b>P93000047970</b>		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.  800002313768--2 -10/07/97--01040--003 ****156.25 ****156.25  dec			
<b>Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.</b>					
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SIGNATURE <i>Peri Proctor as President of P.P.</i> DATE <b>10-1-97</b> Typed or Printed Name of General Partner Signing Form <b>PERI PROCTOR as Pres. of P.P.</b> Daytime Telephone Number <b>561-684-2360</b>					

CR2E003 (6/97)