

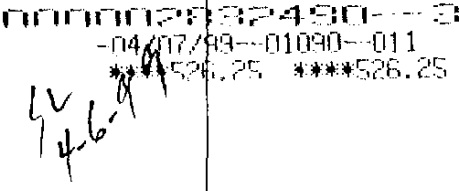
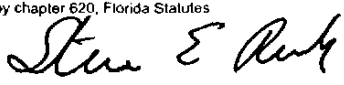


FILE ON OR BEFORE APRIL 7, 1999 TO AVOID
REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	FILED 99 MAR 29 AM 7:11 SECRETARY OF STATE 	
1. Name of Limited Partnership REILLY CAPITAL MANAGEMENT GROUP, LTD.		1a. DOCUMENT # A94000000166		
Mailing Address P.O. BOX 861 ST. PETERSBURG FL 33733		Principal Office Address 526 CENTRAL AVENUE, NO. 200 ST. PETERSBURG FL 33701		3. Date Formed or Registered 02/04/1994
2. Mailing Address		2a. Principal Office Address		3a. Date of Last Report 04/10/1998
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. State or Country of Formation FL
City & State		City & State		6. FEI Number 59-3217200
Zip Country		Zip Country		5a. Capital Contributions as Shown on record \$400,000.00
				5b. Amount of Capital Contributions in FLORIDA to date
				<input type="checkbox"/> Applied For <input checked="" 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				
REILLY, STEVEN 526 CENTRAL AVENUE, NO. 200 ST. PETERSBURG FL 33701				
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 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				
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)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/Document Number	
REILLY CAPITAL CORPORATION	526 CENTRAL AVENUE, N	ST. PETERSBURG FL 337	P94000008740	
				
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  DATE 3-22-99				
<small>Typed or Printed Name of General Partner Signing Form</small> <small>Daytime Telephone Number</small>				

CR2E003 (12/98)