

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>				FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>1. Name of Limited Partnership</b>		<b>1a. DOCUMENT #</b> <b>A94000000835</b>			
<b>BAILEY KEY LARGO LIMITED PARTNERSHIP</b>					
<b>Mailing Address</b> % AMERICAN BAILEY CORP. FINANCIAL CENTRE, 695 E. MAIN STREET STAMFORD CT 06901		<b>Principal Office Address</b> % CADWALADER, WICKERSHAM & TAFT 440 ROYAL PALM WAY PALM BEACH FL 33480		<b>3. Date Formed or Registered</b> <b>06/22/1994</b>	
<b>2. Mailing Address</b>		<b>2a. Principal Office Address</b>		<b>3a. Date of Last Report</b> <b>12/30/1996</b>	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		<b>4. State or Country of Formation</b> <b>FL</b>	
City & State		City & State		<b>6. FEI Number</b> <b>06-1402335</b>	
Zip		Country		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				<b>7. Certificate of Status Desired</b> <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
<b>8. Make check payable to: Dept. of State (See reverse side for fee information)</b>					
<b>5a. Capital Contributions as Shown on record.</b> <b>\$539,000.00</b>					
<b>5b. Amount of Capital Contributions in FLORIDA to date:</b>					

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 DEC -1 AM 11:21



<b>9. Name and Address of Current Registered Agent</b>		<b>10. If changed, new Registered Agent/Office</b>	
<b>BERTLES, JAMES ESQ</b> <b>CADWALADER, WICKERSHAM &amp; TAFT</b> <b>440 ROYAL PALM WAY</b> <b>PALM BEACH FL 33480</b>		Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City	
		100002364871-9 -12/05/97-01112-010 ****541.25 ****541.25 <b>FL</b>	
<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.</b>			
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>	<b>11c. Registration/Document Number</b>
<b>BAILEY, DOUGLAS G</b> <b>BAILEY, LISA A</b>	<b>30 LYONS PLAINS ROAD</b> <b>98 SOUTHFIELD RD</b> <b>37 Bedford Road</b>	<b>WESTPORT CT 06880</b> <b>FAIRFIELD CT 06430</b> <b>Greenwich, CT 06831</b>	

**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   
Typed or Printed Name of General Partner Signing Form **Douglas G. Bailey**

DATE **September 22, 1997**

Daytime Telephone Number **203/348-8700**

CR2E003 (6/97)