



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>		 <b>FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS</b>		<b>FILED SECRETARY OF STATE DIVISION OF CORPORATIONS</b>	
<b>1. Name of Limited Partnership</b>  <b>CLIFFWOOD HOLDINGS, LTD.</b>		<b>1a. DOCUMENT #</b> <b>A94000001235</b>		<b>97 NOV 20 PM 1:25</b> 	
<b>Mailing Address</b> <b>5444 WESTHEIMER SUITE 1605 HOUSTON TX 77056</b>		<b>Principal Office Address</b> <b>355 E. ALTAMONTE DR., SUITE 1010 ALTAMONTE SPRINGS FL 32701</b>		<b>3. Date Formed or Registered</b> <b>09/12/1994</b>	
<b>2. Mailing Address</b> <b>Suite, Apt. #, etc.</b> <b>City &amp; State</b> <b>Zip Country</b>		<b>2a. Principal Office Address</b> <b>Suite, Apt. #, etc.</b> <b>City &amp; State</b> <b>Zip Country</b>		<b>3a. Date of Last Report</b> <b>01/03/1997</b>	
				<b>4. State or Country of Formation</b> <b>FL</b>	
				<b>5a. Capital Contributions as Shown on record.</b> <b>\$999.00</b>	
				<b>5b. Amount of Capital Contributions in FLORIDA to date:</b>	
				<b>6. FEI Number</b> <b>59-3268194</b> <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>9. Name and Address of Current Registered Agent</b> <b>DYMOND, WILLIAM T 215 N. EOLA DRIVE ORLANDO FL 32801</b>		<b>10. If changed, new Registered Agent/Office</b> <b>Name</b> <b>Street Address (P.O. Box Number Is Not Acceptable)</b> <b>Suite, Apt. #, etc.</b> <b>City</b> <b>FL</b> <b>Zip Code</b>	
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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

**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> <b>CLIFFWOOD PROPERTIES, INC.</b>	<b>11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)</b> <b>5444 WESTHEIMER, SUIT</b>	<b>11b. City, State &amp; Zip Code</b> <b>HOUSTON TX 77056</b>	<b>11c. Registration/ Document Number</b> <b>P94000066443</b>
<b>3000002358183--5 -11/26/97--01091--008 ****156.25 ****156.25</b> <b>dec</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 effect 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

DATE

Daytime Telephone Number

CP-25003 (5/97)