
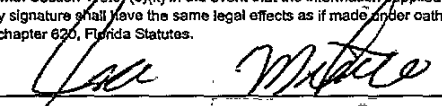


FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP  
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
1. Name of Limited Partnership  CLIFFWOOD HOLDINGS, LTD.		1a. DOCUMENT # A94000001235	
2. Mailing Address 5444 WESTHEIMER SUITE 1605 HOUSTON TX 77056		2a. Principal Office Address 355 E. ALTAMONTE DR., SUITE 1010 ALTAMONTE SPRINGS FL 32701	
3. Date Formed or Registered 09/12/1994		5a. Capital Contributions as Shown on record. \$999.00	
3a. Date of Last Report 11/20/1997		5b. Amount of Capital Contributions in FLORIDA to date.	
4. State or Country of Formation FL		6. FEI Number 59-3268194 <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 DYMOND, WILLIAM T 215 N. EOLA DRIVE ORLANDO FL 32801		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
CLIFFWOOD PROPERTIES, INC.	5444 WESTHEIMER, SUIT	HOUSTON TX 77056	P94000066443
000002684860--6 -11/10/98--01084--025 ****141.25 ****141.25 AL NOV - 9 1998			
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 10-30-98	
Typed or Printed Name of General Partner Signing Form IRA MITZNER		Daytime Telephone Number 800-541-5241	

FILED

98 NOV -6 AM 10:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CR2E003 (8/98)