

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

LIMITED PARTNERSHIP ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JAN -5 PM 3: 18

1. Name of Limited Partnership	1a. DOCUMENT # A94000001792
WATERSIDE AT BAY BEACH, LTD.	



Mailing Address 7401 ESTERO BOULEVARD FORT MYERS BEACH FL 33931	Principal Office Address 7401 ESTERO BOULEVARD FORT MYERS BEACH FL 33931	3. Date Formed or Registered 12/21/1994	5a. Capital Contributions as Shown on record \$4,000,000.00
2. Mailing Address	2a. Principal Office Address	3a. Date of Last Report 01/24/1997	5b. Amount of Capital Contributions in FLORIDA to date:
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. State or Country of Formation FL	
City & State	City & State	6. FEI Number 65-0549226	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	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 THOMPSON, STEPHEN R 3033 RIVIERA DRIVE, SUITE 201 NAPLES FL 33940	10. If changed, now Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. 7800002405697-3 -01/20/98--01175--002 City ***541.25 FL ***541.25
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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) *[Signature]* DATE **12/29/97**

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
WATERSIDE PARTNERS, INC.	7401 ESTERO BOULEVARD	FORT MYERS BEACH FL 3	P98000058258 <i>[Signature]</i> 1-16

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 *Robert G. Claussen* DATE **12/29/97**
Robert G. CLAUSSEN
Typed or Printed Name of General Partner Signing Form: **ROBERT G. CLAUSSEN** Phone Number: **941-765-6400**

CR2E003 (6/97)