FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP **ANNUAL REPORT** 1997

MEMPHIS OUTLET WORLD, LTD.



FLORIDA DEPARTMENT OF STATE

Sandra Mortham

Secretary of State DIVISION OF CORPORATIONS

1. Name of Limited Partnership

A95000000417

96 DEC -5 PM 3: 15



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Mailing Address C/O ESTEIN & ASSOCIATES USA. LTD. 5211 INTERNATIONAL DRIVE ORLANDO FL 32819		Principal Office Address C/O ESTEIN & ASSOCIATES (5211 INTERNATIONAL DRIVE	C/O ESTEIN & ASSOCIATES USA. LTD.		3. Date Formed of Registered 03/16/1995	5a. Capital Contributions as Shown on record. \$12,799,990.00 5b. Amount of Capital Contributions in FLORIDA			
					3a. Date of Last Report 12/11/1995				
2. Mailing Address		28. Principal Office Address	2a. Principal Office Address		4. State or Country of Formation	to date:			
Suite, Apt. #, etc.		Suite, Apt. #, etc.	Suite, Apt. #, etc.		6. FEI Number 59-3301848	Applied For			
City & State		City & State	City & State		7	Not Applicable			
Zip	Country	Zip	Zip Country		7. Certificate of Status Desired	Ø	\$8.75 Additional Fee Required		
		County			8. Make check payable to Dept. of State (See reverse side for fee information)				
9.	Name and Address of Cur	rent Registered Agent			10. If changed, new Registere	d Agent/Office			
VEGOSEN, DEAI	N		Name						
500 S. AUSTRAL West Palm Be	JAN AVENUE, 10TH FI ACH EL 33401	LOOR	Street Address (P.0		0. Box Number (4 %)444pp)(b)(4) 21 24 73 10 10 -12/10/9601094011				
***************************************	101112 00101		Suite, Apt. (l, etc.		585.00	****585.00		
			City			FL	Zip Code		
for the purpose o	if changing its registered office	and 620 192, Florida Statutes, the above-nar e or registered agent, or both, in the State of F tions of section 620.192, Florida Statutes.	ned limited partn lorida. Such char	ership orgar ige was aut	nized or registered under the laws of the horized by its general partner(s). I here	ne State of Flor aby accept the	ida, submits this statement appointment of registered		
SIGNATURE (Registered A	Agent Accepting Appointment)				DATE				
A GENERAL	. PARTNER THA MU	T IS A CORPORATION, ST BE REGISTERED A	LIMITED VD ACTIV	PART /E WIT	NERSHIP OR OTHE	R BUSI	NESS ENTITY		
11. Name(s) of Ge	neral Pariner(s)	11a. (Do NOT Use Post Office	eral Partner Box Numbers)	11b.	City, State & Zip Code	11c.	Registration/ Document Number		
WELP MEMPHIS	S OUTLET, L.C.	C/O 500 S. AUSTRALIA	C/O 500 S. AUSTRALIAN		ST PALM BEACH FL 33	L95000000089			
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Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12.	
	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 (21) Jonas Satutes.

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Typed or Printed Name of General Partner Signing Form

DATE 12/1/96