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

LIMITED PARTNERSHIP ANNUAL REPORT 1998

MEMPHIS OUTLET WORLD, LTD.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State DIVISION OF CORPORATIONS

1. Name of Limited Partnership

a. DOCUMENT # **A95000000417**

Frank Day Com Day

97 DEC 10 PM 2: 46

SECRETARY OF STAF. TALLAHASSEE, FLORIDA



Malling Address C/O ESTEIN & ASSOCIATES USA, LTD. 5211 INTERNATIONAL DRIVE ORLANDO FL 32819	Principal Office Address C/O ESTEIN & ASSOCIATES USA, LTD. 5211 INTERNATIONAL DRIVE ORLANDO FL 32819		3. Date Formod or Registered 03/16/1995 3a. Date of Last Report 12/05/1996	5a. Capital Contributions as Shown on record. \$12,799,990.00
			4. State or Country of Formation	5b. Amount of Capital Contributions in FLORIDA to date:
2. Malling Address	2a. Principal Office Address		FL	
Suite, Apt. #, etc.	Suite, Apt. #, etc.		6, FEI Number	Applied For
City & State	City & State		59-3301848 7. Certificate of Status Dosired	Not Applicable
Zip Country	7ip Country			\$8.75 Additional Feo Required
			• Make check payable to: Dept. of	State (See reverse side for foo information)
9. Name and Address of Current Registered Agent		Name	10. If changed, new Registered Agont/Office	
VEGOSEN, DEAN 500 S. AUSTRALIAN AVENUE, 10TH FLOOR WEST PALM BEACH FL 33401		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 6 for the purpose of changing its registered office or reg agent. I am familiar with, and accept the obligations of SIGNATURE (Registered Agent Accepting Appointment)	istered agent, or both, in the State of Florid section 620, 192, Florida Statutes.	da. Such change wa	as authorized by its general partner(s). I hord	by accept the appointment of registered
A GENERAL PARTNER THAT IS MUST	S A CORPORATION, L BE REGISTERED AND	IMITED PA D ACTIVE V	ARTNERSHIP OR OTHEI WITH THIS OFFICE.	R BUSINESS ENTITY
11. Name(s) of General Partner(s)	11a. Address of Each General (Do NOT Uso Post Office Box			11c. Registration/ Document Number
WELP MEMPHIS OUTLET, L.C. C/O 500 S. AUSTRALIAN			WEST PALM BEACH FL 33	L9500000089 3703033
			30002 -12/12 ****\$	3703033 /8701029014 50.00 ****550.00
* Note: General partners MAY NOT b	e changed on this form	; an amend	ment must be filed to cha	nge a general partner.

12. 4do 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 Statutos.

SIGNATURE.

Lothar Estein

.... DATE _ / 2 - / - 97

Daytimo Telephone Number 407 354-3307