

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

***FILED**
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JAN -2 AM 11:16

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1. Name of Limited Partnership VENETIA BAY, LTD.		1a. DOCUMENT # A95000001176	
Mailing Address 901 VENETIA BAY BLVD., SUITE 300 VENICE FL 34292	Principal Office Address 901 VENETIA BAY BLVD., SUITE 300 VENICE FL 34292	3. Date Formed or Registered 08/04/1995	5a. Capital Contributions as Shown on record. \$1,100,000.00
2. Mailing Address	2a. Principal Office Address	3a. Date of Last Report 04/10/1997	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 65-0610651	<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 VENETIA HOTEL, INC. 901 VENETIA BAY BLVD., SUITE 300 VENICE FL 34292	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
VENETIA HOTEL, INC.	901 VENETIA BAY BLVD.	VENICE FL 34292	P95000059728
		3000002403493--3	
		-01/16/98--01098--017	
		****541.25 ****541.25	

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 *Richard J. Mitchell* DATE 12/23/97
Typed or Printed Name of General Partner Signing Form RICHARD J. MITCHELL Daytime Telephone Number (941) 493-5600

CR2E003 (6/97)