

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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1. Name of Limited Partnership	1a. DOCUMENT # A95000001418
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WHISPERING BAY, LIMITED

Mailing Address P. O. BOX 506 PINELAND FL 33945	Principal Office Address 13690 WATERFRONT DR. P. O. BOX 506 PINELAND FL 33945	
2. Mailing Address	2a. Principal Office Address	
Suite, Apt. #, etc.	Suite, Apt. #, etc.	
City & State	City & State	
Zip	Zip	Country

3. Date Formed or Registered 09/21/1995	5a. Capital Contributions as Shown on record. \$57,000.00
3a. Date of Last Report 12/30/1996	5b. Amount of Capital Contributions in FLORIDA to date:
4. State or Country of Formation FL	
6. FEI Number 65-0709463	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
7. Certificate of Status Desired \$8.75 Additional Fee Required	<input type="checkbox"/>
8. Make check payable to: Dept. of State (See reverse side for fee information)	

9. Name and Address of Current Registered Agent TIDWELL, TED 13690 WATERFRONT DR. P. O. BOX 506 PINELAND FL 33945	10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code
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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)

DATE

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

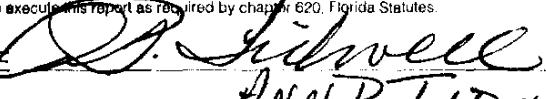
11. Name(s) of General Partner(s) TIDWELL PROPERTIES, INC.	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 13690 WATERFRONT DR.	11b. City, State & Zip Code PINELAND FL 33945	11c. Registration/ Document Number G53389
600002420646--2 -02/03/98-01104-014 ****502.75 ****502.75			

CR2E003 (6/97)

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I 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


ANN P TIDWELL

DATE

12/27/97
941-283-2994