

**FILE ON OR BEFORE APRIL 9, 1997 TO AVOID REVOCATION
AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra Mortham Secretary of State DIVISION OF CORPORATIONS
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**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS**

97 FEB -7 AM 9:40

1. Name of Limited Partnership BARCLAY GROUP NO. 1., LTD.	1a. DOCUMENT # A96000001559
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Mailing Address C/O BARCLAY GROUP 1123 OVERCASH DRIVE DUNEDIN FL 34698	Principal Office Address C/O BARCLAY GROUP 1123 OVERCASH DRIVE DUNEDIN FL 34698	3. Date Formed or Registered 08/21/1996	5a. Capital Contributions as Shown on record. \$500,000.00
		3a. Date of Last Report	5b. Amount of Capital Contributions in FLORIDA to date:
2. Mailing Address Suite, Apt. #, etc. City & State Zip Country	2a. Principal Office Address Suite, Apt. #, etc. City & State Zip Country	4. State or Country of Formation FL	6. FEI Number <input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
		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 HUDOBA, STEPHEN M 101 EAST KENNEDY BLVD., SUITE 3700 TAMPA FL 33602	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) OREGON PROPERTIES, INC.	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 1123 OVERCASH DRIVE	11b. City, State & Zip Code DUNEDIN FL 34698	11c. Registration/Document Number J14545 800002084958--6 -02/12/97--01029--009 *****328.46 *****328.46 800002084958--6 -02/12/97--01029--010 *****247.79 *****247.79
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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. 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 _____ DATE **2-5-97**

Typed or Printed Name of General Partner Signing Form **Daniel L. Vietto** Daytime Telephone Number **(813) 733-7585**

CR2E003 (11/96)