

DEC-30-97 TUE 2:12 PM HOLLAND &amp; KNIGHT

FAX NO. 9043581872

P. 2

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

|                                                                              |  |                                                                                   |  |                                                                                                          |  |                                                                                                           |  |
|------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------|--|----------------------------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------------------------------|--|
| <b>LIMITED PARTNERSHIP<br/>ANNUAL REPORT<br/>1998</b>                        |  |  |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Morham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |  | <b>FILED</b><br><b>SECRETARY OF STATE</b><br><b>DIVISION OF CORPORATIONS</b><br><b>98 JAN -2 AM 11:07</b> |  |
| <b>1. Name of Limited Partnership</b><br><br>CHESHIRE CAPITAL PARTNERS, LTD. |  | <b>1a. DOCUMENT #</b><br>A96000001622                                             |  | <b>3. Date Formed or Registered</b><br>09/03/1996                                                        |  | <b>5a. Capital Contributions as Shown on record</b><br>\$100,000.00                                       |  |
| <b>2. Mailing Address</b><br>6424 BEACH BLVD.<br>JACKSONVILLE, FL 32216      |  | <b>2a. Principal Office Address</b><br>6424 BEACH BLVD.<br>JACKSONVILLE, FL 32216 |  | <b>3b. Date of Last Report</b><br>02/11/97                                                               |  | <b>5b. Amount of Capital Contributions in FLORIDA to date</b><br>\$100,000.00                             |  |
| <b>Suite, Apt. #, etc.</b>                                                   |  | <b>Suite, Apt. #, etc.</b>                                                        |  | <b>4. State or Country of Formation</b><br>FLORIDA                                                       |  | <b>6. FEI Number</b><br>59-3400840                                                                        |  |
| <b>City &amp; State</b>                                                      |  | <b>City &amp; State</b>                                                           |  | <input type="checkbox"/> Applied For<br><input checked="" type="checkbox"/> Not Applicable               |  | <b>7. Certificate of Status Desired</b><br><input type="checkbox"/> \$8.75 Additional Fee Required        |  |
| <b>Zip</b>                                                                   |  | <b>Country</b>                                                                    |  | <b>8. Make check payable to: Dept. of State (See reverse side for fee information)</b>                   |  |                                                                                                           |  |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |                                                                                                                                                                             |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>9. Name and Address of Current Registered Agent</b><br><br>CHESHIRE, CHRISTOPHER P.<br>6424 BEACH BLVD.<br>JACKSONVILLE, FL 32216                                                                                                                                                                                                                                                                                                                                                                                           |  | <b>10. If changed, new Registered Agent/Office</b><br><b>Name</b><br><b>Street Address (P.O. Box Number is Not Acceptable)</b><br><b>Suite, Apt. #, etc.</b><br><b>City</b> |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  | <b>FL</b> <b>Zip Code</b>                                                                                                                                                   |  |
| <b>10a.</b> Pursuant to the provisions of sections 820.1051 and 820.192, 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 820.192, Florida Statutes. |  |                                                                                                                                                                             |  |

SIGNATURE (Registered Agent Accepting Appointment)

DATE

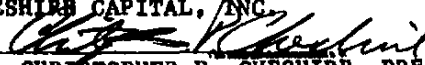
**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY  
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

|                                                                        |                                                                                                       |                                                                  |                                                          |
|------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|----------------------------------------------------------|
| <b>11. Name(s) of General Partner(s)</b><br><br>CHESHIRE CAPITAL, INC. | <b>11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)</b><br>6424 BEACH BLVD., | <b>11b. City, State &amp; Zip Code</b><br>JACKSONVILLE, FL 32216 | <b>11c. Registration/Document Number</b><br>P96000068450 |
| 7000002407747-4<br>-01/21/98--01134--011<br>***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 or the limited partnership, receiver or trustee empowered to execute this report as required by chapter 820, Florida Statutes.

CHESHIRE CAPITAL, INC.

SIGNATURE BY:   
 CHRISTOPHER P. CHESHIRE, PRESIDENT

DATE DECEMBER 30, 1997

Daytime Telephone Number (904) 724-0303

Typed or Printed Name of General Partner Signing Form