

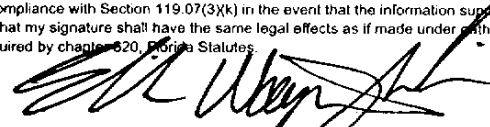


FILE ON OR BEFORE APRIL 7, 1999 TO AVOID
REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED 99 FEB 26 PM 3:52 TALLAHASSEE, FLORIDA	
1. Name of Limited Partnership AZALEA OAKS GROUP, LTD.		1a. DOCUMENT # A96000001965			
Mailing Address 405-F ATLANTIS ROAD CAPE CANAVERAL FL 32920		Principal Office Address 405-F ATLANTIS ROAD CAPE CANAVERAL FL 32920		3. Date Formed or Registered 10/22/1996	
2. Mailing Address 3240 GALLOWAY ROAD SUITE, APT. #, ETC. LAKELAND, FLORIDA City & State 33810 U.S. Zip Country		2a. Principal Office Address 3240 GALLOWAY RD SUITE, APT. #, ETC. LAKELAND, FLORIDA City & State 33810 U.S. Zip Country		3a. Date of Last Report 05/08/1998	
				4. State or Country of Formation FL	
				5a. Capital Contributions as Shown on record \$1,000.00	
				5b. Amount of Capital Contributions in FLORIDA to date	
				6. FEI Number 59-3433884 <input 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 JENKINS, E. WAYNE 3240 GALLOWAY ROAD LAKELAND FL 33810				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) SM PARTNERS GROUP I, INC.		11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 405-F ATLANTIS ROAD		11b. City, State & Zip Code CAPE CANAVERAL FL 329	
				11c. Registration/ Document Number P96000086536	
				600002785146--0 -03/04/99--01098--024 ****141.25 ****141.25	
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  Typed or Printed Name of General Partner Signing Form E. WAYNE JENKINS		President SM PARTNERS GROUP I, INC. DATE 2-19-99 Daytime Telephone Number (941) 815-2997			

CR2E003 (12/98)