

**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
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 30 PM 4:42

1. Name of Limited Partnership G.I. GROUP, LTD.	1a. DOCUMENT # A96000002198
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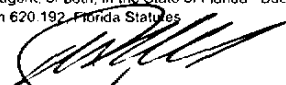
Mailing Address 2140 WEST 68TH STREET, SUITE 300 HIALEAH FL 33016	Principal Office Address 2140 WEST 68TH STREET, SUITE 300 HIALEAH FL 33016
2. Mailing Address	2a. Principal Office Address
Suite, Apt. #, etc.	Suite, Apt #, etc.
City & State	City & State
Zip Country	Zip Country

3. Date Formed or Registered 12/02/1996	5a. Capital Contributions as Shown on record \$87,615.00
3a. Date of Last Report 04/03/1998	5b. Amount of Capital Contributions in FLORIDA to date
4. State or Country of Formation FL	
6. FEI Number 65-0740737	<input type="checkbox"/> Applied For <input checked="" 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 FERNANDEZ, MANUEL 2140 WEST 68TH STREET, SUITE 300 HIALEAH FL 33018

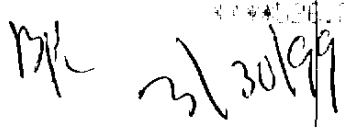
10. If changed, new Registered Agent/Office Name: <u>PADILLA VICTOR M III</u> Street Address (P.O. Box Number Is Not Acceptable): <u>2140 W. 68th St.</u> Suite, Apt. #, etc.: <u>#300</u> City: <u>Hialeah</u>	State: <u>FL</u> Zip Code: <u>33016</u>
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10a. 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 3/23/99

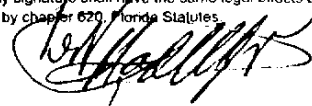
A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s) G.I. AFFILIATES, INC.	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 2140 WEST 68TH STREET	11b. City, State & Zip Code HIALEAH FL 33018	11c. Registration/Document Number P96000037063
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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 _____

Typed or Printed Name of General Partner Signing Form _____ Daytime Telephone Number _____

CR2E003 (12/98)