

FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

FILED

98 DEC 24 PM 2:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED PARTNERSHIP ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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1. Name of Limited Partnership	1a. DOCUMENT # A96000002346
IS II GEORGETOWN ASSOCIATES, LTD. 99-AR CM	



Mailing Address C/O BASIC CAPITAL MANAGEMENT, INC. 10607 N CENTRAL EXPRESSWAY, SUITE 600 DALLAS TX 75231	Principal Office Address C/O BASIC CAPITAL MANAGEMENT, INC. 10607 N CENTRAL EXPRESSWAY, SUITE 600 DALLAS TX 75231	3. Date Formed or Registered 12/13/1996	5a. Capital Contributions as Shown on record. \$990.00
2. Mailing Address	2a. Principal Office Address	3a. Date of Last Report 12/29/1997	5b. Amount of Capital Contributions in FLORIDA to date: 990.00
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. State or Country of Formation FL	6. FEI Number 75-2682170
City & State	City & State	7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip Country	Zip Country	8. Make check payable to: Dept. of State (See reverse side for fee information)	

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	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) ART GEORGETOWN, INC.	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 10670 N CENTRAL EXPRE	11b. City, State & Zip Code DALLAS TX 75231	11c. Registration/ Document Number F98000002302
700002739277--1 -01/13/99--01031--001 ****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

DATE

Typed or Printed Name of General Partner Signing Form

ART Georgetown, Inc.

Daytime Telephone Number

12/11/98
214 692 4700

CR2E003 (8/98)