

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

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED PARTNERSHIP ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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1. Name of Limited Partnership	1a. DOCUMENT # A97000000395
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SOUTHERN GRACE HOLDINGS, LTD.	
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Mailing Address 706 EAST BRANDON BLVD. BRANDON FL 33511	Principal Office Address 706 EAST BRANDON BLVD. BRANDON FL 33511
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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 02/13/1997	5a. Capital Contributions as Shown on record. \$297,990.00
3a. Date of Last Report	5b. Amount of Capital Contributions in FLORIDA to date.
4. State or Country of Formation FL	
6. FEI Number 59-3428415	<input type="checkbox"/> Applied For 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 SCOTT F. BARNETT, CHARTERED 238 EAST DAVIS BLVD., SUITE 205 TAMPA FL 33606	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
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A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.
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11. Name(s) of General Partner(s) SOUTHERN GRACE GP, INC.	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 706 EAST BRANDON BLVD	11b. City, State & Zip Code BRANDON FL 33511	11c. Registration/ Document Number P97000014186
200002412362--0 -01/26/98--01139--017 ****541.25 ****541.25			

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.
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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.
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SIGNATURE <i>Marilyn K. Koontz</i>	DATE 1-5-98
Typed or Printed Name of General Partner Signing Form Marilyn K. Koontz	Daytime Telephone Number 813-643-8327

CR2E003 (6/97)