

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

LIMITED PARTNERSHIP ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Sandra B. Northam Secretary of State DIVISION OF CORPORATIONS	
1. Name of Limited Partnership THE FLAGLER RESORT, LTD.		1a. DOCUMENT # A97000000420	
Mailing Address 95 CORDOVA STREET ST. AUGUSTINE FL 32084		Principal Office Address 95 CORDOVA STREET ST. AUGUSTINE FL 32084	
2. Mailing Address Suite, Apt. #, etc. City & State Zip Country		2a. Principal Office Address Suite, Apt. #, etc. City & State Zip Country	
3. Date Formed or Registered 02/18/1997		5a. Capital Contributions as Shown on record. \$7,500.00	
3a. Date of Last Report 12/11/1997		5b. Amount of Capital Contributions in FLORIDA to date. \$1,750,000.00	
4. State or Country of Formation FL		6. FEI Number 59-3428067 <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 C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		10. If changed, new Registered Agent/Office Name 141.25 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)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/Document Number
ROCK FLAGLER, INC. 200002734072--6 -02/26/98--0114--003 ***385.00 ***385.00	95 CORDOVA STREET	ST. AUGUSTINE FL 3208 200002734072--6 -01/20/98--0104--018 ***141.25 ***141.25 50 2-24-99	P97000015407
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 ex			
SIGNATURE  Richard C. Kessler		DATE 12-29-98 Daytime Telephone Number (407) 946-9999	

FILED
99 FEB 19 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CR2E003 (8/98)