

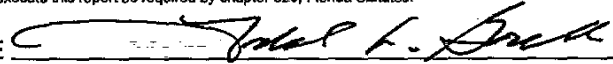


FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 DEC 29 PM 2:46	
1. Name of Limited Partnership SAND PINES, LTD.		1a. DOCUMENT # A97000000776			
Mailing Address 1275 LAKE HEATHROW LANE SUITE 105 HEATHROW FL 32746		Principal Office Address 1275 LAKE HEATHROW LANE SUITE 105 HEATHROW FL 32746		3. Date Formed or Registered 04/07/1997	
2. Mailing Address 615 Crescent Executive Court Suite, Apt. #, etc. Suite 120 City & State Lake Mary, FL Zip 32746 Country USA		2a. Principal Office Address 615 Crescent Executive Court Suite, Apt. #, etc. Suite 120 City & State Lake Mary, FL Zip 32746 Country USA		3a. Date of Last Report 12/31/1997	
				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: \$1,000.00	
				6. FEI Number 59-3459883 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				7. Certificate of Status Desired <input checked="" 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 GRAY, N. DWAYNE JR. C/O GREENSPOON, MARDER, ET AL 135 WEST CENTRAL BLVD., SUITE 1100 ORLANDO FL 32801				10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City	
				000002735410--9 -01/11/99--01001--025 ***150.00 FL ***150.00	
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	
SAND PINES JOINT VENTURE		1275 LAKE HEATHROW LA 615 Crescent Executive Court, Suite 120		HEATHROW FL 32746 Lake Mary, FL 32746	
				11c. Registration/Document Number GP9700000234 12-28	
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 12-28-98					
Typed or Printed Name of General Partner Signing Form Joint Venture					
Daytime Telephone Number 407-333-3233					

CR2E003 (8/98)



ACCOUNT NO. : 072100000032

REFERENCE : 081409 5011958

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 29, 1998

ORDER TIME : 12:10 PM

ORDER NO. : 081409-050

CUSTOMER NO: 5011958

CUSTOMER: Ms. Sandra M. Graham
Greenspoon Marder Hirschfeld
135 West Central Blvd Ste 1100
South Trust Bank Building
Orlando, FL 32801

ANNUAL REPORT FILING

NAME: SAND PINES, LTD.

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
____ PLAIN STAMPED COPY
XX _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 29 PM 2:46

RECEIVED
98 DEC 29 PM 1:25
DIVISION OF CORPORATIONS