

**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 14 PM 4:19

1. Name of Limited Partnership PEABODY HOTELS, LTD.	1a. DOCUMENT # A9700000891
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Mailing Address P.O. BOX 940 GULF BREEZE FL 32562-0940	Principal Office Address 401 EAST CHASE STREET, SUITE 105 PENSACOLA FL 32501	3. Date Formed or Registered 04/23/1997	5a. Capital Contributions as Shown on record. \$3,497,500.00
2. Mailing Address	2a. Principal Office Address	3a. Date of Last Report 12/05/1997	5b. Amount of Capital Contributions in FLORIDA to date: 3,497,500.00
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. State or Country of Formation FL	6. FEI Number 59-3476836 <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable
City & State	City & State	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)
Zip Country	Zip Country		

9. Name and Address of Current Registered Agent BRANNEN, DAVID A 401 EAST CHASE STREET, SUITE 105 PENSACOLA FL 32501	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)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
BRANNEN HOLDINGS OF PEABODY,	401 EAST CHASE STREET	PENSACOLA FL 32501	P97000028546
LEATHERWOOD PROPERTIES OF PE	401 EAST CHASE STREET	PENSACOLA FL 32501	P97000028543

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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

[Signature]

DATE

12/11/98

Typed or Printed Name of General Partner Signing Form

Daytime Telephone Number

CR2E003 (8/98)