


FILE ON OR BEFORE APRIL 7, 1999 TO AVOID  
REVOCATION AND \$500 PENALTY FEE

<b>LIMITED PARTNERSHIP ANNUAL REPORT 1999</b>		 <b>FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS</b>	
<b>1. Name of Limited Partnership</b>  <b>PHIPPS/ADDISON DEVELOPMENT COMPANY, LTD.</b>		<b>1a. DOCUMENT #</b> <b>A97000000972</b>	
<b>Mailing Address</b>  205 VIA TORTUGA PALM BEACH FL 33480		<b>Principal Office Address</b>  205 VIA TORTUGA PALM BEACH FL 33480	
<b>2. Mailing Address</b>		<b>2a. Principal Office Address</b>	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip Country		Zip Country	
		<b>3. Date Formed or Registered</b> 04/28/1997	
		<b>3a. Date of Last Report</b> 06/17/1998	
		<b>4. State or Country of Formation</b> FL	
		<b>5a. Capital Contributions as Shown on record</b> \$2,600,600.00	
		<b>5b. Amount of Capital Contributions in FL ORIDA to date</b>	
		<b>6. FEI Number</b> 65-0797895 <input type="checkbox"/> Applied For <b>—APPLIED FOR—</b> <input type="checkbox"/> Not Applicable	
		<b>7. Certificate of Status Desired</b> <input type="checkbox"/> \$8.75 Additional Fee Required	
		<b>8. Make check payable to: Dept. of State (See reverse side for fee information)</b>	

FILED  
99 APR -5 PM 1:39



<b>9. Name and Address of Current Registered Agent</b>  KIRSCHNER, MITCHELL B ESQ. 2101 CORPORATE BOULEVARD, STE. 300 BOCA RATON FL 33431		<b>10. If changed, new Registered Agent/Office</b>	
		Name	
		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.**

<b>11. Name(s) of General Partner(s)</b>  ADDISON DEVELOPMENT CORP.	<b>11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)</b>  205 VIA TORTUGA	<b>11b. City, State &amp; Zip Code</b>  PALM BEACH FL 33480	<b>11c. Registration/Document Number</b>  S81962
100002836721-0 04/12/93-01125-020 ****526.25 ****526.25 6-8-99			

**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 March 19, 1999

Typed or Printed Name of General Partner Signing Form

Daytime Telephone Number

CR2E003 (12/98)