

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 19 PM 3:23

LIMITED PARTNERSHIP ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Wertham Secretary of State DIVISION OF CORPORATIONS
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1. Name of Limited Partnership 2866 MARION HOLDINGS LTD.	1a. DOCUMENT # A97000001142
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02/19

2. Mailing Address 700 SOUTH OCEAN BOULEVARD BOCA RATON FL 33432	2a. Principal Office Address 700 SOUTH OCEAN BOULEVARD BOCA RATON FL 33432
Suite, Apt. #, etc.	Suite, Apt. #, etc.
City & State	City & State
Zip Country	Zip Country

3. Date Formed or Registered 05/21/1997	5a. Capital Contributions as Shown on record. \$420,000.00
3a. Date of Last Report	
4. State or Country of Formation FL	5b. Amount of Capital Contributions in FLORIDA to date:
6. FEI Number 65-0763829	<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 C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324
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10. If changed, new Registered Agent/Office
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.

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
2866 MARION MORTGAGE LLC	700 SOUTH OCEAN BOULE	BOCA RATON FL 33432	M97000000288
300002436363--3 -02/20/98--01058--014 *****535.00 *****535.00			

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 Michael Sherry DATE 12/18/97

Typed or Printed Name of General Partner Signing Form Michael Sherry Daytime Telephone Number 561 798 9080

CR2E003 (6/97)