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

LIMITED PARTNERSHIP ANNUAL REPORT 1998

MEMPHIS COMMONS, LTD.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State
DIVISION OF CORPORATIONS

1. Name of Limited Partnership

1a. DOCUMENT # **A97000001215**

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Malling Address	Principal Office Address	3. Date Formed or Registered	5a. Capital Contributions as Shown on record.
C/O ESTEIN & ASSOCIATES USA. LTD.	C/O ESTEIN & ASSOCIATES USA. LTD.	05/28/1997	¢47 ccn 000 00
5211 INTERNATIONAL DRIVE	5211 INTERNATIONAL DRIVE	38. Date of Last Report	\$17,669,990.00
ORLANDO FL 32819	ORLANDO FL 32819		5b. Amount of Capital Contributions in FLORIDA
2. Malling Address	2a. Principal Office Address	4. State or Country of Formation	to date:
Suite, Apt. #, etc. City & State	Suite, Apt. #, etc. City & State	6. FEI Number 59 – 34 5 0 0 9 0	Applied For Not Applicable
Zip Country	Zip Country	7. Certificate of Status Desired	\$8.75 Additional Foe Required
Zip Country	245 Country	8. Make check payable to: Dept. of State (See reverse side for fee Information	
9. Name and Address of	Current Registered Agent	10. If changed, new Registere	od Agent/Office

9. Name and Address of Current Registered Agent	10, If changed, new Registered Agent/Office	
ÆGOSEN, DEAN	Name	
00 S. AUSTRALIAN AVENUE, 10TH FLOOR	Street Address (P.O. Box Number Is Not Acceptable)	
WEST PALM BEACH FL 33401	Suite, Apt. #, etc.	
	City Zip Code	

10a. Pursuant to the provisions of sections 620.1051 and 620.102, 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
WELP COMMONS, L.C.	C/O DEAN VEGOSEN 500	WEST PALM BEACH FL 33	L9700000598
		2000ූබූදු	3 7 03026 /9701029013
		*****5	50.00 ****550.00
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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 logal effects as if made under eath. I further certify that I am a General Partner of the limited partnership, receiver or trusted empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

Typed or Printed Name of General Partner Signing Form Lothar Estein

DATE 12-1-97

Daytime Telophone Number 407 354 - 3307