

**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
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FILED
99 MAR 11 PM 3: 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership	1a. DOCUMENT # A97000001496
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FELTON FAMILY LIMITED PARTNERSHIP



Mailing Address 901 WASHINGTON STREET KEY WEST FL 33040	Principal Office Address 901 WASHINGTON STREET KEY WEST FL 33040
2. Mailing Address	2a. Principal Office Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
City & State	City & State
Zip Country	Zip Country

3. Date Formed or Registered 07/09/1997	5a. Capital Contributions as Shown on record \$1,764,000.00
3a. Date of Last Report 12/11/1997	5b. Amount of Capital Contributions in FLORIDA to date
4. State or Country of Formation FL	
6. FEI Number 58-6018728 AP-PLIED FOR	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
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)	

9. Name and Address of Current Registered Agent FELTON, JAMES E SR. 901 WASHINGTON STREET KEY WEST FL 33040	10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City
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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) FELTON, JAMES E., SR., TRUST FELTON, FRANCES M TRUSTEE	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 901 WASHINGTON STREET 901 WASHINGTON STREET	11b. City, State & Zip Code KEY WEST FL 33040 KEY WEST FL 33040	11c. Registration/Document Number
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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

James E. Felton

DATE

2/16/99

Typed or Printed Name of General Partner Signing Form

Daytime Telephone Number

CR2E003 (8/98)