MOUTH OUM	DOSHUE SE NEFORI
DOCLIMENT'#	A9700001719

1. Entity Name WORTHWHILE DEVELOPMENT III, LTD.

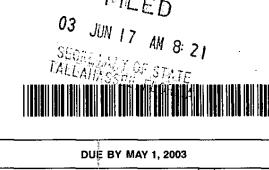
Principal Place of Business 2933 W SR 434, SUITE 101 LONGWOOD FL 32779

2. Principal Place of Business

Mailing Address 2933 W SR 434. SUITE 101

3. Mailing Address

LONGWOOD FL 32779



Suite, Apt. #, etc.		Suite, Apt. #, etc.		DUE BY MAY 1, 2003		
City & State		City & State		4. FEI Number 59-3464682 Applied F		Applied For
						Not Applicable
Zip	Country	Zip	Country	5. Certificate of Status Desired	Ŋ	\$8.75 Additional Fee Required
6	. Name and Address of Cu	rrent Registered Agent		7. Name and Address of New Re	gistere	d Agent
DOVALL D.I.	ID		Name			

2933 W SR 434, SUITE 101 LONGWOOD FL 32779

as Shown on record.

Street Address (P.O. Box Number is Not Acceptable)	_
	-

Zip Code

ŏ.	. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.	i am tamiliar with, and accept
	the obligations of registered agent.	•

Signature, typed or printed name of registered agent and title if applicable 9. Capital Contributions

\$9.90

10. Amount of Capital Contributions in FLORIDA to date. 5,687,321.22 11. MAKE CHECK PAYABLE TO FL. DEPT. OF STATE SEE REVERSE SIDE FOR FEE INFORMATION

A GENERAL PARTNER THAT IS A BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

NOTE: General Partners MAY NOT be changed on the form; an amendment must be filed to change a general partner.						
12.	GENERAL PARTNER INFORMATION	13.	ADDRESS CHANGES ONLY			
DOCUMENT # NAME	P97000068224 WORTHWHILE DEVELOPMENT III, INC.	STREET ADDRESS				
STREET ADDRESS CITY-ST-ZIP	2933 W SR 434, SUITE 101 LONGWOOD FL 32779	CITY-ST-ZIP	900017211679 04/28/0301111005 **535,00			
DOCUMENT # NAME		STREET ADDRESS	04/28/0301111005 **535.00			
STREET ADDRESS CITY-ST-ZIP		CITY-ST-ZIP				
DOCUMENT # NAME		STREET ADDRESS				
STREET ADDRESS CITY-ST-ZIP		CITY-ST-ZIP				
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DOCUMENT # NAME		STREET ADDRESS				
STREET ADDRESS CITY-ST-ZIP		CITY-ST-ZIP				
DOCUMENT# NAME		STREET ADDRESS				
STREET ADDRESS CITY-ST-ZIP	··	CITY-ST-ZIP				

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a General Partner of the limited partnership or the receiver or trustee empowered to execute this report as required by Chapter 1999. Florida Statutes

SIGNATURE: