

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

LIMITED PARTNERSHIP
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
98 FEB -6 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership Lakeside-Maingate Associates, Ltd.	1a. DOCUMENT # A97000001848
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Mailing Address 1886 Route 52 Hopewell Junction, NY 12533	Principal Office Address See Mailing Address
2. Mailing Address Suite, Apt. #, etc. City & State Zip Country	2a. Principal Office Address Suite, Apt. #, etc. City & State Zip Country

3. Date Formed or Registered August 26, 1997	5a. Capital Contributions as Shown on record \$2,636,000.00
3a. Date of Last Report N/A	5b. Amount of Capital Contributions in FLORIDA to date \$2,636,000.00
4. State or Country of Formation Florida	
6. FEI Number 59-3464413	<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 Corporation Service Company 1201 Hays Street Tallahassee, FL 32301	10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code
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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)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/Document Number
Lakeside-Maingate Hotel Corp.	1886 Route 52	Hopewell Junction, NY 12533	P97000073583
		700002430717--8 -02/16/98--01002--031 ****263.12 ****263.12	
		700002430717--8 -02/16/98--01002--032 ****263.13 ****263.13	

437.50 88.75 dec

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 A. Cutler DATE 12/19/97
 Typed or Printed Name of General Partner Signing Form James A. Cutler, President Daytime Telephone Number (914) 223-3603

CR2E003 (6/97)