

**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 FEB 22 PH 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership	1a. DOCUMENT # A97000002329
SOUTH CREEK PARTNERSHIP, LTD.	

Mailing Address	Principal Office Address
C/O SOUTH CREEK INC. 361 CEZANNE DRIVE OSPREY, FL 34229	361 CEZANNE DR. OSPREY, FL 34229
2. Mailing Address	2a. Principal Office Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
City & State	City & State
Zip	Country

3. Date Formed or Registered 10/28/97	5a. Capital Contributions as Shown on record 20,000,000.00
3a. Date of Last Report 12/26/97	5b. Amount of Capital Contributions in FLORIDA to date 9317
4. State or Country of Formation FL	
6. FEI Number 65-0809798	<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
INTRASTATE REGISTERED AGENT CORPORATION INC 701 BRICKELL AVE STE 3000 MIAMI, FL 33131

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
SOUTH CREEK INC.	361 CEZANNE DRIVE	OSPREY FL 34229	A97000002329
		7000002785787-2	
		-02/24/93-01077-001	
		****151.75 ****151.75	
		AL FEB 22 1999	

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	DATE
STEVEN R DAY	1/30/99
Typed or Printed Name of General Partner Signing Form	Daytime Telephone Number
STEVEN R DAY	941-966-2775

CP2E003 (8/98)