

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
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC 31 PM 3:46

1. Name of Limited Partnership		1a. DOCUMENT # A97000002414	
SANTA CRUZ PARTNERS, LTD.			
Mailing Address		Principal Office Address	
875 N. Michigan Ave. Suite 3620 Chicago, IL 60611		875 N. Michigan Ave. Suite 3620 Chicago, IL 60611	
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 11/6/97	
		3a. Date of Last Report N/A	
		4. State or Country of Formation FL	
		5a. Capital Contributions as Shown on record \$1,000.00	
		5b. Amount of Capital Contributions in FL ORIDA to date. \$1,000.00	
		6. FEI Number 58-2352757 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
		7. Certificate of Status Desired <input checked="" 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		10. If changed, new Registered Agent/Office	
Mansur, E. Barry 1117 Schefflera Drive Captiva FL 33924		Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code	

10a. Pursuant to the provisions of sections 620.1001 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
Continental Realty Corporation	875 N. Michigan Ave.	Chicago, IL 60611	F96000006557
			000002403720--2 -01/16/98--01111--019 ***165.00 ***165.00
	\$2.50	103.75	8.75 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

DATE 12/29/97

Typed or Printed Name of General Partner Signing Form

Jay Weitzman, Vice Pres.

Daytime Telephone Number (312) 263-2400

COPY 10/97