

FILE ON OR BEFORE APRIL 8, 1998 TO AVOID
 .REVOCATION AND \$500 PENALTY FEE

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SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

LIMITED PARTNERSHIP
 ANNUAL REPORT
 1998



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

1. Name of Limited Partnership
 1a. DOCUMENT #
A97000002472

COOPER AEROBICS CENTER AT VERO BEACH, LTD.
QB-AR CM



Mailing Address: 3770 7TH TERRACE, SUITE 102, VERO BEACH FL 32960
 Principal Office Address: 3770 7TH TERRACE, SUITE 102, VERO BEACH FL 32960

3. Date Formed or Registered: 11/13/1997
 3a. Date of Last Report: [Blank]
 4. State or Country of Formation: FL
 5a. Capital Contributions as Shown on record: \$271,500.00
 5b. Amount of Capital Contributions in FLORIDA to date: [Blank]

2. Mailing Address: PO Box 3730
 2a. Principal Office Address: 3770 7th Terrace

Suite, Apt. #, etc.: [Blank] Suite, Apt. #, etc.: 102

City & State: Vero Beach FL
 City & State: Vero Beach FL

Zip: 32967 Country: USA
 Zip: 32960 Country: USA

6. FEI Number: 65-0794691
 Applied For
 Not Applicable

7. Certificate of Status Desired: \$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
 CLADWELL, WILLIAM W
 756 BEACHLAND BOULEVARD
 VERO BEACH FL 32983

10. If changed, new Registered Agent/Office
 Name: [Blank]
 Street Address (P.O. Box Number is Not Acceptable): 600002528636-11
 Suite, Apt. #, etc.: -05/19/98-01036-002
 City: ****526.25
 Zip Code: FL ****526.25

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
COOPER AEROBICS CENTER AT VE	3770 7TH TERRACE	VERO BEACH FL 32960	P97000096367

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: *John F. Swanson*
 John F. Swanson, Vice President
 DATE: 4/8/98
 561-563-9822

CR2E003 (12/97)