

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

98 FEB 13 PM 1:48

1. Name of Limited Partnership		1a. DOCUMENT # A97000002657	
Pension Plan Partners, Ltd			
2. Mailing Address		2a. Principal Office Address	
2801 Ponce De Leon Boulevard Suite 750 Coral Gables, Florida 33143		2801 Ponce De Leon Boulevard Suite 750 Coral Gables, Florida 33143	
3. Date Formed or Registered		5a. Capital Contributions as Shown on record.	
12/9/97		\$10,000,000.00	
3a. Date of Last Report		5b. Amount of Capital Contributions in FLORIDA to date	
N/A		\$10,000,000.00	
4. State or Country of Formation		6. FEI Number	
Florida		<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. City & State		7. Certificate of Status Desired	
City		<input type="checkbox"/> \$8.75 Additional Fee Required	
Country		8. Make check payable to Dept. of State (See reverse side for fee information)	
Zip			

9. Name and Address of Current Registered Agent		10. If changed, new Registered Agent/Office	
Howard S. Susskind C/O Sugarman & Susskind, P.A. 2801 Ponce De Leon Boulevard, Suite 750 Coral Gables, Florida 33143		Name	
		Street Address (P.O. Box Number Is Not Acceptable)	
		300002432823--6	
		Suite, Apt. #, etc	
		-02/17/98--01054--015	
		City	
		****526.25 ****526.25 FL	

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
Pension Plan Investors Company, L.C., a Florida Limited Liability Company	C/O Sugarman & Susskind 2801 Ponce De Leon Boulevard	Coral Gables, Florida	L97000001187

CR2E003 (6/97)

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.

Pension Plan Investors Company, L.C.

SIGNATURE

Arthur Fernandez

DATE

1/28/98

Typed or Printed Name of General Partner Signing Form

Arthur Fernandez as Manager

Daytime Telephone Number

(305) 325-1330