

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	
1. Name of Limited Partnership <b>WINCHESTER PROPERTIES OF TALLAHASSEE, LTD.</b>		1a. DOCUMENT # <b>A97000002910</b>	
Mailing Address <b>406 NORTH RIDE TALLAHASSEE FL 32303</b>		Principal Office Address <b>406 NORTH RIDE TALLAHASSEE FL 32303</b>	
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 <b>12/29/1997</b>		5a. Capital Contributions as Shown on record. <b>\$1,315,306.12</b>	
3a. Date of Last Report <b>02/20/1998</b>		5b. Amount of Capital Contributions in FLORIDA to date: <b>565,306.12</b>	
4. State or Country of Formation <b>FL</b>		6. FEI Number <b>59-3487077</b> <input type="checkbox"/> Applied For <b>AP-PLIED FOR</b> <input type="checkbox"/> Not Applicable	
7. Certificate of Status Desired <input type="checkbox"/>		8. Make check payable to: Dept. of State (See reverse side for fee information)	
9. Name and Address of Current Registered Agent <b>BASS, GAIL W 406 NORTH RIDE TALLAHASSEE FL 32303</b>		10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number is Not Applicable) Suite, Apt. #, etc. City Zip Code <b>FL</b>	
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 _____			
<b>A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.</b>			
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
<b>WINCHESTER, RICHARD B BASS, GAIL W</b>	<b>2303 ELICOTT DRIVE 406 NORTH RIDE</b>	<b>TALLAHASSEE FL 32312 TALLAHASSEE FL</b>	<b>000002726733-2 -12/30/98-01076-005 ****526.25 ****526.25</b>
<b>Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.</b>			
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 <b>Gail W. Bass</b>		DATE <b>12-4-98</b>	
Typed or Printed Name of General Partner Signing Form		Daytime Telephone Number	

FILED  
98 DEC 17 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CR2E003 (8/98)