

2004 LIMITED PARTNERSHIP ANNUAL REPORT

DOCUMENT# A980000000043

FILED
Feb 18, 2004
Secretary of State

Entity Name: SANDCASTLE RESORTS AND HOTELS, LTD.

Current Principal Place of Business:

1000 RIDGEWAY LOOP ROAD, SUITE 320
MEMPHIS, TN 38120

New Principal Place of Business:

Current Mailing Address:

1000 RIDGEWAY LOOP ROAD, SUITE 320
MEMPHIS, TN 38120

New Mailing Address:

FEI Number: 65-1725309

FEI Number Applied For ()

FEI Number Not Applicable ()

Certificate of Status Desired ()

Name and Address of Current Registered Agent:

KAMM, ROBERT
% SANDESTIN BEACH HILTON
4000 SANDESTIN BLVD., SOUTH
DESTIN, FL 32541 US

Name and Address of New Registered Agent:

FLAUTT, FRANK JR
% SANDESTIN BEACH HILTON
4000 SANDESTIN BLVD., SOUTH
DESTIN, FL 32541 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: FRANK L FLAUTT JR

02/18/2004

Electronic Signature of Registered Agent

Date

Capital Contributions as Shown on record: 1,000.00

Amount of Capital Contributions in Florida to date: 1,000.00

GENERAL PARTNER INFORMATION:

ADDRESS CHANGES ONLY:

Document #:

Name: MANAGERS AT SUNRISE, INC.

Address: 1000 RIDGEWAY LOOP ROAD, SUITE 230

City-St-Zip: MEMPHIS, TN 38120

Address: 1000 RIDGEWAY LOOP ROAD, SUITE 320

City-St-Zip: MEMPHIS, TN 38120

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a General Partner of the limited partnership or the receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE: ROBERT T KAMM

VP

02/18/2004

Electronic Signature of Signing General Partner

Date