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

A DOCUMENT #				98 FEB 20 PM 12: 16		
Name of Limited Partnership			1a. DOCUMENT # A9800000064			
1110 E Suite	MERICA GROUP, LTD. Brickell Avenue 103 Florida 33131					
Mailing Address		Principal Office Address		3. Date Formed or Registered Dec. 30, 1997	5a. Capital Contributions as Shown on record	
1110 Brickell Avenue		1110 Brickell Avenue Suite 103 Miami, FL 33131				
Suite 103				3a. Date of Lasi Report	J\$500,000.00	
Miami, FL 33131					5b. Amount of Capital	
				4. State or Country of Formation	5b. Amount of Capital Contributions in FLORIDA to date:	
2. Mailing Address				FL, USA		
Suite, Apt. #, etc.		Suite. Apt. #, etc.	Suite. Apt. #, etc.		Applied For Month Applicable	
City & State		City & State				
Zip	Country	Zip	Country	7. Certificate of Stalus 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 Curre	ent Registered Agent	 r	10. If changed, new Registere	ard Agrant/Office	
			Name Name			
Spence			Street Address (P.	O Box Number Is Not Acceptable)		
c/o Keith Mack LLP 200 South Biscayne Blvd, 20th Floor Miami, FL 33131			Street Address (P.O. Box Number Is Not Acceptable) 2445263—0 Suite, Apt. #, etc03/03/9801043010			
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10a. Pursuar	nt to the provisions of sections 620 1051	and 620,192, Florida Statutes, the above-r	named limited partnership	organized or registered under the laws of t		
for the p	ourpose of changing its registered office am familiar with, and accept the obligate	ur registered agent, or both, in the State o	f Florida. Such change wa	s authorized by its general partner(s). I her	eby accept the appointment of registered	
ogon. i	was recorded that a decept the obligation	one of acciron ozo, raz, monda atatutes.				

SIGNATURE (Registered Agent Accepting Appointment)

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

	DE HEGIOTENED AND ACT		
11. Name(s) of General Pariner(s)	11a. Address of Each General Partner (Do NO1 Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
Pan American Group, Inc.	1110 Brickell Avenue Suite 103	Miami, FL 33131	P97000666662
•			Of 34

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 ature 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

WILLIAM H. BANCHS

Daytime Telephone Number JOS - S 7 7-8885