

FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

FILED

98 DEC 24 PM 2:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED PARTNERSHIP ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
--	---	--

1. Name of Limited Partnership VALLEY HI ASSOCIATES, LTD.	1a. DOCUMENT # A98000000926 99-AR CM
--	---



Mailing Address C/O BASIC CAPITAL MANAGEMENT, INC. 10670 N. CENTRAL EXPRESSWAY, SUITE 600 DALLAS TX 75231	Principal Office Address C/O BASIC CAPITAL MANAGEMENT, INC. 10670 N. CENTRAL EXPRESSWAY, SUITE 600 DALLAS TX 75231	3. Date Formed or Registered 04/15/1998	5a. Capital Contributions as Shown on record. \$990.00
2. Mailing Address Suite, Apt. #, etc. City & State Zip Country	2a. Principal Office Address Suite, Apt. #, etc. City & State Zip Country	3a. Date of Last Report	5b. Amount of Capital Contributions in FLORIDA to date: \$990.00
		4. State or Country of Formation FL	6. FEI Number <input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
		7. Certificate of Status Desired <input type="checkbox"/> \$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 C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) 7000002743297-3 Suite, Apt. #, etc. City 01/15/99 01018-025 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) ART FLORIDA PARTNERS II, INC	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 10670 N CENTRAL EXPRE	11b. City, State & Zip Code DALLAS TX 75231	11c. Registration/ Document Number F98000002299
---	---	--	---

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

DATE

Typed or Printed Name of General Partner Signing Form

ART Florida Partners II, Inc.

Daytime Telephone Number

214 692 4700

By: Robert A. Walden

CR2E003 (8/98)