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

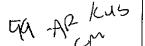
1. Name of Limited Partnership

a. DOCUMENT # A98000001218

98 DEC 24 PH 2: 14 SECRETARY OF STATE TALLAHASSEE, FLORIDA

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Mailing Address 2600 SOUTH DOUGLAS ROAD. PH-8 CORAL GABLES FL 33134	Principal Office Address 2600 SOUTH DOUGLAS ROAD, PH-8 CORAL GABLES FL 33134		3. Date Formed or Registered 05/14/1998 3a. Date of Last Report	5a. Capital Contributions as Shown on record. \$1,000,000.00				
2. Mailing Address	2a. Principal Office Address	_	4. State or Country of Formation	5b. Amount of Capital Contributions in FLORIDA to date:				
2932 Staples Avenue	2932 Staples Avenue		FL					
Suite, Apt. #, efc.	Suite, Apt. #, etc.		6. FEI Number	Applied For Not Applicable				
City & State	City & State		65-0835827 7. Certificate of Status Desired					
Key West, FL Zip Country	Key West, FL	Country	r - Certificate of Status Desired	\$8.75 Additional Fee Required				
33040 US	33040	US	8. Make check payable to: Dept. of S	tate (See reverse side for fee information)				
9. Name and Address of Current Re	gistered Agent	10. If changed, new Registered Agent/Office						
GUTTENMACHER, EDWARD P		Name						
2600 SOUTH DOUGLAS ROAD, PH-8	Street Address (P.O. E		Box Number Is Not Acceptable)					
CORAL GABLES FL 33134	Suite, Apt. #, etc.		100002742831—6					
		-01/14/93 FL 01 f28*-020						
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 is the provisions of section 620.192, Florida Statutes. 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.								
11. Name(s) of General Partner(s)	11a. Address of Each General (Do NOT Use Post Office Box		City, State & Zip Code	11c. Registration/ Document Number				
MCLEOD REALTY, INC2600 SOUTH DOUGLAS- 2932 Staples Av				P98000034229				
	1)						
1								
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 eath, 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

Typed or Printed Name of General Partner Signing Form

Daytime Telephone Number