


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		1a. DOCUMENT # A98000001282	
QUIETWATER LIMITED PARTNERSHIP			

FILED

99 JAN -4 PM 1:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Mailing Address		Principal Office Address		3. Date Formed or Registered	5a. Capital Contributions as Shown on record.
1101 GULF BREEZE PARKWAY, BOX 64 PENSACOLA FL 32501		1101 GULF BREEZE PARKWAY, BOX 64 PENSACOLA FL 32501		05/22/1998	\$4,201,141.47
2. Mailing Address		2a. Principal Office Address		3a. Date of Last Report	5b. Amount of Capital Contributions in FLORIDA to date:
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. State or Country of Formation	
City & State		City & State		FL	
Zip		Country		6. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
				59-3512026	
				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	10. If changed, new Registered Agent/Office
CHASE, JAMES L 101 EAST GOVERNMENT STREET PENSACOLA FL 32501	Name
	Street Address (P.O. Box Number is Not Acceptable)
	Suite, Apt. #, etc.
	City
	FL Zip Code

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)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/Document Number
QUIETWATER CAPITAL MANAGEMEN	1101 GULF BREEZE PARK	PENSACOLA FL 32501	P97000102341
600002748776--2 -01/20/99--01113--010 ****526.25 ****526.25			

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 x

DATE

Typed or Printed Name of General Partner Signing Form

Daytime Telephone Number