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

FILED M/B FLORIDA DEPARTMENT OF STATE LIMITED PARTNERSHIP Sandra B. Mortham ANNUAL REPORT Secretary of State 1999 98 DEC 28 PM 4: 01 DIVISION OF CORPORATIONS SECRETARY OF STATE TALLAHASSEE FLORIDA **DOCUMENT#** 1. Name of Limited Partnership A98000001459 PRINCIPAL INCOME FUND, LTD. 3. Date Formed or Registered Capital Contributions as Shown on record. Mailing Address Principal Office Address 06/12/1998 14255 US HIGHWAY ONE. SUITE 230 14255 US HIGHWAY ONE, SUITE 230 \$50,000,000.00 JUNO BEACH FL 33408 JUNO BEACH FL 33408 3a. Date of Last Report 5b. Amount of Capital Contributions in FLORIDA to date: 4. State or Country of Formation 2. Mailing Address 2a. Principal Office Address FL Suite, Apt. #, etc. Suite, Apt. #, etc. 6. FEI Number Applied For Not Applicable City & State City & State 7. Certificate of Status Desired \$8.75 Additional Fee Required Country Country 8. Make check payable to: Dept. of State (See reverse side for fee information) 141,25 9. Name and Address of Current Registered Agent 10. If changed, new Registered Agent/Office NAPOLETANO, TONY Street Address (P.O. Box Number is Not Acceptable) 14255 US HIGHWAY ONE, SUITE 230 Suite, Apt. #, etc. JUNO BEACH FL 33408 10a. Pursuant to the provisions of sections 620.1051 and 620.195, 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. 11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) Registration/ 11. Name(s) of General Partner(s) 11b. City, State & Zip Code P980000139 PRINCIPAL PARTNERS, INC. 14255 US HIGHWAY ONE. JUNO BEACH FL 33408

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

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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.