
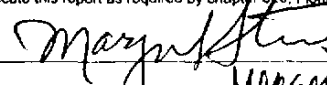


FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED 99 FEB 15 PM 2:40 TALLAHASSEE, FLORIDA	
1. Name of Limited Partnership EARL AND FRAN'S LTD. PARTNERSHIP		1a. DOCUMENT # A98000001648			
Mailing Address 1920 CRAFTON ROAD NORTH PALM BEACH FL 33408		Principal Office Address 1920 CRAFTON ROAD NORTH PALM BEACH FL 33408		3. Date Formed or Registered 07/06/1998	
2. Mailing Address 11381 Prosperity Farms Rd Suite, Apt. #, etc. # 110 PALM BEACH GARDENS FL 33410 USA		2a. Principal Office Address 11381 Prosperity Farms Rd Suite, Apt. #, etc. # 110 PALM BEACH GARDENS FL 33410 USA		3a. Date of Last Report 7/06/98	
				4. State or Country of Formation FL	
				5a. Capital Contributions as Shown on record \$813,400.00	
				5b. Amount of Capital Contributions in FLORIDA to date. 813,400.00	
				6. FEI Number <input type="checkbox"/> Applied For <input checked="" 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 PROBST, DANIEL J 3300 PGA BLVD., SUITE 350 PALM BEACH GARDENS FL 33418				10. If changed, new Registered Agent/Office 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	
FRANCES M. STEWART, TRUSTEE MARGARET ANN STEWART, TRUSTEE STEWART, MARGARET A		1920 CRAFTON ROAD 1920 CRAFTON ROAD 5132 NORTH 37TH STREE		NORTH PALM BEACH FL 3 NORTH PALM BEACH FL 3 ARLINTON VA 22207	
700002789507--0 -02/26/99--01114--021 *****88.75 *****88.75				700002789507--0 -02/26/99--01114--020 ****437.50 ****437.50 Dec	
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 		TYPED OR PRINTED NAME OF GENERAL PARTNER SIGNING FORM MARGARET A. STEWART		DATE 12-24-98 Daytime Telephone Number 703-237-2954	

CR2E003 (8/98)