

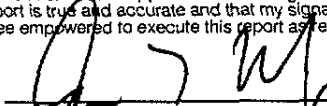


2004 LIMITED PARTNERSHIP ANNUAL REPORT
Due By May 1, 2004

FILED
Apr 28, 2004 08:00 AM
Secretary of State

DOCUMENT # A98000001890 1. Entity Name TEMPUS RESORTS MANAGEMENT, LTD.					
Principal Place of Business 7380 SAND LAKE ROAD, STE. 600 ORLANDO, FL 32819			Mailing Address 7380 SAND LAKE ROAD, STE. 600 ORLANDO, FL 32819		
2. Principal Place of Business Suite, Apt. #, etc.		3. Mailing Address Suite, Apt. #, etc.			
City & State		City & State			
Zip	Country	Zip	Country		
4. FEI Number 59-3535537				Applied For <input type="checkbox"/> Not Applicable	
5. Certificate of Status Desired <input checked="" type="checkbox"/>				\$8.75 Additional Fee Required	
6. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE, FL 32301-2525			7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City		
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.			SIGNATURE _____ DATE _____ <small>Signature, typed or printed name of registered agent and title if applicable</small>		
9. Capital Contributions as Shown on record. \$2,157,171.00		10. Amount of Capital Contributions in FLORIDA to date. \$69,166			
A GENERAL PARTNER THAT IS A BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE. NOTE: General Partners MAY NOT be changed on the form; an amendment must be filed to change a general partner.					
12. GENERAL PARTNER INFORMATION			13. ADDRESS CHANGES ONLY		
DOCUMENT # NAME STREET ADDRESS CITY-ST-ZIP	L99000009242 TPI HOLDINGS, LLC 7380 SAND LAKE ROAD, STE. 600 ORLANDO, FL 32819		STREET ADDRESS CITY-ST-ZIP		
DOCUMENT # NAME STREET ADDRESS CITY-ST-ZIP			STREET ADDRESS CITY-ST-ZIP	000000156352 05/06/05-00001-000 535.00	
DOCUMENT # NAME STREET ADDRESS CITY-ST-ZIP			STREET ADDRESS CITY-ST-ZIP	000000157780 05/06/04-80042-000 535.00	
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14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a General Partner of the limited partnership or the receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.					
SIGNATURE: 			Andrew Marcus, VP of Tempus Mktg Int'l Inc, GP of mgr of TPI Holdings LLC		
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING GENERAL PARTNER			Date 4/14/04 Daytime Phone # 407-226-1000		

STAPLE CHECK HERE