

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
98 DEC -9 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership NEWPORT PARTNERS XL, LTD.		1a. DOCUMENT # A98000002113	
2. Mailing Address 300 International Parkway Suite 270 Heathrow, FL 32746		2a. Principal Office Address 300 International Parkway Suite 270 Heathrow, FL 32746	
3. Date Formed or Registered 09/14/98		5a. Capital Contributions as Shown on record. 326,700	
3a. Date of Last Report N/A		5b. Amount of Capital Contributions in FLORIDA to date	
4. State or Country of Formation Florida		6. FEI Number 59-3539462 <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 Cahall, Peter S. 300 International Parkway, Suite 270 Heathrow, FL 32746	10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code
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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) Newport Partners, Inc.	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 300 International Pkwy, Suite 270	11b. City, State & Zip Code Heathrow FL 32746	11c. Registration/ Document Number V35049
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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 _____

Peter S. Cahall, President of

DATE 12/1/98

(407) 333-2905

Typed or Printed Name of General Partner Signing Form Newport Partners, Inc.

Daytime Telephone Number

CR2E003 (8/98)