

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

<b>LIMITED PARTNERSHIP ANNUAL REPORT 1999</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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FILED  
98 DEC 31 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

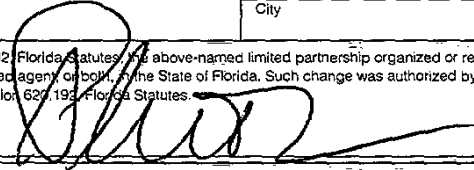
<b>1. Name of Limited Partnership</b> H & L Bloodstock International, Ltd.	<b>1a. DOCUMENT #</b> A98000002827
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<b>Mailing Address</b> 1341 San Tropez Circle Weston, FL 33326	<b>Principal Office Address</b> (Same as mailing address)
<b>2. Mailing Address</b> 1341 San Tropez Circle Suite, Apt. #, etc. #1109 City & State Weston, FL Zip 33326 Country Broward	<b>2a. Principal Office Address</b> 1341 San Tropez Circle Suite, Apt. #, etc. #1109 City & State Weston, Florida Zip 33326 Country Broward

<b>3. Date Formed or Registered</b> 11/17/98	<b>5a. Capital Contributions as Shown on record.</b> \$40,000
<b>3a. Date of Last Report</b>	<b>5b. Amount of Capital Contributions in FLORIDA to date:</b> \$40,000
<b>4. State or Country of Formation</b> Broward, Florida	<b>6. FEI Number</b> <input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
<b>7. Certificate of Status Desired</b> <input type="checkbox"/> \$8.75 Additional Fee Required	<b>8. Make check payable to: Dept. of State (See reverse side for fee information)</b>

<b>9. Name and Address of Current Registered Agent</b> B. PAUL KATZ, Esquire 1 Florida Park Drive South Atrium Suite Palm Coast, FL 32137	<b>10. If changed, new Registered Agent/Office</b> 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 620.193 Florida Statutes.

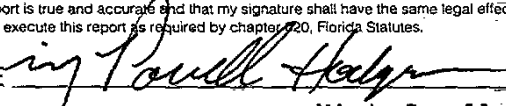
SIGNATURE (Registered Agent Accepting Appointment)  DATE 12-28-98

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY  
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

<b>11. Name(s) of General Partner(s)</b> Mindy Powell-Hodges, General Partner	<b>11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)</b> 1341 San Tropez Circle #1109	<b>11b. City, State &amp; Zip Code</b> Weston, FL 33326	<b>11c. Registration/Document Number</b> P98000035585 600002747046--1 -01/20/99-01014-005 *****368.75 *****368.75
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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  DATE 29 DEC 1998  
 Typed or Printed Name of General Partner Signing Form Mindy Powell-Hodges Daytime Telephone Number (954)385-9175

CR2E003 (8/98)