2005 LIMITED PARTNERSHIP ANNUAL REPORT

DOCUMENT# B02000000419

Entity Name: CLAYTON-138, L.P.

FILED Mar 30, 2005 Secretary of State

Current Principal Place of Business: New Principal Place of Business:

4102 WHITEWATER CREEK RD. ATLANTA, GA 30327

Current Mailing Address: New Mailing Address:

P.O. BOX 725589 ATLANTA, GA 311392589

FEI Number: 58-2050627 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

WHITMAN, HOWE D 3067 GRASSLANDS DRIVE LAKELAND, FL 33803 US

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.

SIGNATURE:

Electronic Signature of Registered Agent Date

Capital Contributions as Shown on record: 582.210.05

Amount of Capital Contributions in Florida to date: 582,210.05

GENERAL PARTNER INFORMATION: ADDRESS CHANGES ONLY:

Document #: F00000000146

Name: HERITAGE EQUITIES INCORPORATED

 Address:
 4102 WHITEWATER CREEK RD.
 Address:

 City-St-Zip:
 ATLANTA, GA 30327
 City-St-Zip:

I hereby certify that the information supplied with this filing does not qualify for the 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 electronic 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: VINCENT B MERKLE JR VP 03/30/2005