


FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT
TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 97 OCT -3 AM 11:09	
1. Name of Limited Partnership		1a. DOCUMENT # B93000000346			
NETWORK GROUP INTERNATIONAL, L.P. LTD.					
Mailing Address 701 MARKET STREET PHILADELPHIA PA 19106		Principal Office Address 701 MARKET STREET PHILADELPHIA PA 19106		3. Date Formed or Registered 08/25/1993	
2. Mailing Address		2a. Principal Office Address		3a. Date of Last Report 12/17/1996	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. State or Country of Formation PA	
City & State		City & State		5a. Capital Contributions as Shown on record. \$0.00	
Zip		Country		5b. Amount of Capital Contributions in FLORIDA to date:	
				6. FEI Number 23-2545662 <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		10. If changed, new Registered Agent/Office	
MARK BERGER PRIME F. OSBORN CONVENTION CENTER 1000 WATER ST. JACKSONVILLE FL 32204		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) <i>Mark Berger</i> DATE <i>9/23/97</i>			
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	11c. Registration/Document Number
SMG NETWORK, INC.	701 MARKET ST.	PHILADELPHIA PA 19106	F93000003887
800002316108--8 -10/09/97--01072--009 ****156.25 ****156.25 KWM			

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

H. Westley

DATE

9-23-97

Typed or Printed Name of General Partner Signing Form

H. Westley

Daytime Telephone Number

(214) 922-7618

CR2E003 (6/97)