

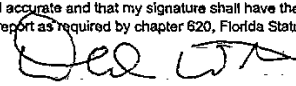


FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 DEC 22 PM 12:28 1/6	
1. Name of Limited Partnership SOUTH ATLANTIC VENTURE FUND III, LIMITED PARTNERSHIP		1a. DOCUMENT # B94000000083			
Mailing Address 614 WEST BAY STREET, SUITE 200 TAMPA FL 33606-2704		Principal Office Address 614 WEST BAY STREET, SUITE 200 TAMPA FL 33606-2704		3. Date Formed or Registered 03/09/1994 3a. Date of Last Report 12/30/1997 4. State or Country of Formation DE 6. FEI Number 59-3233309 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)	
2. Mailing Address Suite, Apt. #, etc. City & State Zip Country		2a. Principal Office Address Suite, Apt. #, etc. City & State Zip Country		5a. Capital Contributions as Shown on record. \$39,750,000.00 5b. Amount of Capital Contributions in FLORIDA to date.	
9. Name and Address of Current Registered Agent BURTON, DONALD W. 3603 BAYSHORE BOULEVARD TAMPA FL 33629-8942		10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City			
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) SOUTH ATLANTIC VENTURE PARTN		11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 614 WEST BAY STREET,		11b. City, State & Zip Code TAMPA FL 33606-2704	
				11c. Registration/ Document Number B94000000082	
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 Dec 15, 1998					
Typed or Printed Name of General Partner Signing Form _____ Daytime Telephone Number _____					

CR2E003 (8/98)