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

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS FLORIDA DEPARTMENT OF STATE LIMITED PARTNERSHIP Sandra B. Mortham ANNUAL REPORT Secretary of State 1999 DIVISION OF CORPORATIONS 98 DEC 21 PM 12: LO a. DOCUMENT # B94000000501 1. Name of Limited Partnership THI OCEANFRONT L.P. LIMITED 5a. Capital Contributions as Shown on record. Mailing Address Principal Office Address 12/14/1994 410 SEVERN AVENUE, SUITE 314 410 SEVEN AVE \$5,948,771.00 3a. Date of Last Report ANNAPOLIS MD 21403 SUITE 314 ANNAPOLIS MD 21403 5b. Amount of Capital Contributions in FLORIDA 12/29/1997 4. State or Country of Formation 2. Mailing Address 2a. Principal Office Address DE Suite, Apt. #, etc. Suite, Apt. #, etc. 6. FEI Number Applled For Not Applicable 52-1910877 City & State City & State 7. Certificate of Status Desired \$8.75 Additional Fee Required Country Country 8 Make check payable to: Dept. of State (See reverse side for fee information) 10. If changed, new Registered Agent/Office 9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM Street Address (P.O. Box Number Is Not Acceptable) 1200 SOUTH PINE ISLAND ROAD Suite, Apt. #, etc. PLANTATION FL 33324 -12/31/98--01071--024 ****525.2 25 tabech. Co = 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)_ A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE 11a. (Do NOT Use Post Office Box Numbers) Registration/ 11c. 11. Name(s) of General Partner(s) 11b. City, State & Zip Code Document Number THAYER HOTEL INVESTMENTS L.P. 410 SEVERN AVE., SUIT ANNAPOLIS MD 21403 B94000000500

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. Ido 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 629, Florida Statutes.

SIGNATURE /

Thayer Hotel Thursdown Bavilma Tolohom Marty Beid, CFD,