


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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 22 AM 9:40

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LIMITED PARTNERSHIP ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
1. Name of Limited Partnership FLORIDA OVERLAND EXPRESS, LTD.		1a. DOCUMENT # B95000000371	
Mailing Address C/O WHITE & CASE 200 S. BISCAYNE BLVD., SUITE 4900 MIAMI FL 33131 <i>Florida Overland Express LP 5766 S. Semoran Blvd. Orlando, FL 32822</i>		Principal Office Address <i>Florida Overland Express LP</i> ORLANDO AIRPORT BUSINESS CTR 5766 S SEMORAN BLVD BLDG E #5766 ORLANDO FL 32822	
2. Mailing Address		2a. Principal Office Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip Country		Zip Country	
3. Date Formed or Registered 10/20/1995		5a. Capital Contributions as Shown on record. \$12,000,000.00	
3a. Date of Last Report 12/23/1997		5b. Amount of Capital Contributions in FLORIDA to date: \$10,780,207	
4. State or Country of Formation DE		6. FEI Number 33-0686542 <input type="checkbox"/> Applied For <input 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 GRAGG, K. LAWRENCE C/O 200 S. BISCAYNE BLVD., SUITE 4900 MIAMI FL 33131		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.		DATE	
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.			
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
BOMBARDIER TRANSIT CORPORATI	3684 MEADOW LANE	BENSALEM PA 19020-591	F95000005117
FLUOR DANIEL FLORIDA RAIL, I	3333 MICHELSON DRIVE	IRVINE CA 92730	F95000005059
RAIL DEVELOPMENT & CONSTRUCT	201 ALHAMBRA CIRCLE,	CORAL GABLES FL 33134	F95000005076
GEC ALSTHOM, INC.	4 SKYLINE DRIVE	HAWTHORNE NY 10537	F95000005
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 <i>Richard F. Klein</i>		DATE 12/15/98	
Typed or Printed Name of General Partner Signing Form Richard F. Klein		Daytime Telephone Number 407-282-4343	

CR2E003 (8/98)